THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Aidigong Maternal & Child Health Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

PROPOSED

- (1) GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES; (2) RE-ELECTION OF DIRECTORS; (3) RE-APPOINTMENT OF AUDITOR; AND
 - (4) NOTICE OF ANNUAL GENERAL MEETING

A notice of the Annual General Meeting to be held at Room 3607, 36/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Friday, 28 June 2024 at 4:00 p.m. is set out on pages 21 to 26 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed together with this circular. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish.

CONTENTS

	Page
Definitions	1
Letter from the Board	
Introduction	3
General Mandate to Repurchase Shares	4
General Mandate to Issue New Shares	5
Re-election of Directors	6
Process for Re-election of Directors at General Meeting	6
Re-appointment of Auditor	7
Annual General Meeting	7
Closure of Register of Members	8
Voting at the Annual General Meeting	8
Responsibility Statement	8
Recommendation	9
Appendix I – Explanatory Statement	10
Appendix II - Details of the Directors Proposed for Re-election	14
Notice of Annual General Meeting	21

Should there be any discrepancy between the English and Chinese versions, the English version shall prevail.

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

"Aidigong" 深圳愛帝宮母嬰健康管理股份有限公司 (Shenzhen

Aidigong Maternity Health Management Co., Ltd.*), a joint stock company established under the laws of the PRC with limited liability, and an indirect subsidiary of the Company

as at the Latest Practicable Date

"Annual General Meeting" the annual general meeting of the Company to be held at

Room 3607, 36/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Friday, 28 June 2024 at 4:00 p.m. or any adjournment thereof (as the case may be), notice of which is set out on pages 21 to 26 of this circular

"Audit Committee" the audit committee of the Company

"Board" the board of Directors

"Business Day" a day excluding a Saturday, Sunday, public holiday, or days

on which a typhoon signal No.8 or black rainstorm signal is hoisted in Hong Kong at 9:00 a.m. on which banks in Hong Kong are open for business throughout their normal business hours and the Stock Exchange is open for business

of dealing in securities

"Bye-laws" the bye-laws of the Company currently in force

"Company" Aidigong Maternal & Child Health Limited, an exempted

company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock

Exchange

"Director(s)" the director(s) of the Company from time to time

"Group" the Company and its subsidiaries

"HK\$" Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong" the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

"Issue Mandate" a general mandate to issue, allot and deal with new Shares

not exceeding 20% of the total number of the issued share capital of the Company as at the date of passing of the

ordinary resolution in relation thereto

"Latest Practicable Date" 31 May 2024, being the latest practicable date prior to the

printing of this circular for ascertaining certain information

referred to in this circular

"Listing Rules" the Rules Governing the Listing of Securities on the Stock

Exchange

"Nomination Committee" the nomination committee of the Company

"PRC" the People's Republic of China

"Remuneration Committee" the remuneration committee of the Company

"Repurchase Mandate" a general and unconditional mandate to the Directors to

exercise the power of the Company to repurchase issued and fully-paid up Shares in the Share capital of the Company up to a maximum of 10% of the total number of the issued Share capital of the Company as at the date of

passing of the ordinary resolution in relation thereto

"SFO" the Securities and Futures Ordinance (Chapter 571 of the

laws of Hong Kong)

"Share(s)" the ordinary share(s) of HK\$0.01 each in the share capital

of the Company

"Shareholder(s)" the holder(s) of the Share(s)

"Stock Exchange" The Stock Exchange of Hong Kong Limited

"Takeovers Code" The Codes on Takeovers and Mergers and Share Buy-backs

published by the Securities and Futures Commission

"%" per cent.

In this circular, the terms "associate", "close associate", "core connected person", "controlling shareholder" and "substantial shareholder" have the same meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Reference to time and dates in this circular are to Hong Kong time and dates.



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)

Executive Directors
Ms. Wang Aier

(Chairman and Chief Executive Officer)

Mr. Lin Jiang Mr. Li Runping Ms. Meng Lijia

Non-executive Director Mr. Lee Kar Lung

Independent non-executive Directors

Mr. Lam Chi Wing Mr. Wong Yiu Kit, Ernest Registered Office: Clarendon House 2 Church Street Hamilton HM 11 Bermuda

Principal Office in Hong Kong: Unit 3607, 36th Floor., China Resources Building, 26 Harbour Road, Wan Chai Hong Kong

5 June 2024

To the Shareholders

Dear Sir or Madam,

PROPOSED

(1) GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES; (2) RE-ELECTION OF DIRECTORS;

- (3) RE-APPOINTMENT OF AUDITOR; AND
- (4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with the notice of the Annual General Meeting as set out on pages 21 to 26 of this circular, and information regarding resolutions to be proposed at the Annual General Meeting to enable the Shareholders to make an informed decision on whether to vote for or against those resolutions.

The resolutions include:

- (a) approving the audited consolidated financial statements, Directors' report and the report of auditors of the Company for the year ended 31 December 2023;
- (b) approving the re-election of retiring Directors and the Board's authorisation to fix Directors' remuneration;
- (c) approving the re-appointment of auditor of the Company;
- (d) granting to the Directors the Repurchase Mandate; and
- (e) granting to the Directors a general and unconditional mandate:
 - (i) to issue further Shares of up to 1,182,670,659 Shares, representing no more than 20% of the total number of the issued Share capital of the Company as at the date of passing of the relevant resolution; and
 - (ii) to issue Shares not exceeding the total number of the Share capital of the Company repurchased pursuant to the Repurchase Mandate;

GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed for the purpose of granting the Directors the Repurchase Mandate subject to the criteria set out in this circular. The maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the total number of the issued Share capital of the Company as at the date of passing of the relevant resolution subject to the Listing Rules. The Repurchase Mandate will lapse on the earliest of, the date of the next annual general meeting, or the date by which the next annual general meeting of the Company is required to be held by any applicable laws and/or the Bye-laws, or the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

Subject to further Shares are allotted and issued or repurchased prior to the date of the Annual General Meeting, the passing of the relevant resolution to approve the Repurchase Mandate and on the basis of 5,913,353,298 Shares in issue as at the Latest Practicable Date, the Company would be allowed to repurchase a maximum of 591,335,329 Shares under the Repurchase Mandate, representing 10% of the total number of issued Shares as at the Latest Practicable Date.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution of granting the Directors the Repurchase Mandate which is set out in the Appendix I to this circular.

GENERAL MANDATE TO ISSUE NEW SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders on 28 June 2023. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the Annual General Meeting. At the Annual General Meeting, an ordinary resolution will be proposed for the purpose of granting the Directors new general and unconditional mandate to allot, issue and otherwise deal with Shares of up to 20% of the total number of the issued Share capital of the Company as at the date of passing of the relevant resolution. The Issue Mandate will lapse on the earliest of, the date of the next annual general meeting, or the date by which the next annual general meeting of the Company is required to be held by any applicable laws and/or the Bye-laws, or the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

Subject to the passing of the aforesaid ordinary resolutions of the Repurchase Mandate and the Issue Mandate, an ordinary resolution will also be proposed to authorise the Directors to issue new Shares in an amount not exceeding the total number of the Shares repurchased pursuant to the Repurchase Mandate.

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the Annual General Meeting).

Subject to further Shares are allotted and issued or repurchased prior to the date of the Annual General Meeting, the passing of the relevant resolution to approve the Issue Mandate and on the basis of 5,913,353,298 Shares in issue as at the Latest Practicable Date, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 1,182,670,659 new Shares under the Issue Mandate, representing 20% of the total number of issued Shares as at the Latest Practicable Date.

RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 87 of the Bye-laws, Mr. Lin Jiang and Mr. Li Runping, the executive Directors, and Mr. Wong Yiu Kit, Ernest, the independent non-executive Director will retire from office by rotation as Directors at the Annual General Meeting and being eligible, offer themselves for re-election. Ms. Wang Aier and Mr. Lee Kar Lung were appointed as an executive Director and a non-executive Director respectively with effect from 7 April 2024; and Mr. Lam Chi Wing was appointed as an independent non-executive Director with effect from 26 October 2023. Pursuant to Bye-law 86(2) of the Bye-laws, each of Ms. Wang Aier, Mr. Lee Kar Lung and Mr. Lam Chi Wing shall retire from office as a Director at the Annual General Meeting and being eligible, offer themselves for re-election at the Annual General Meeting.

PROCESS FOR RE-ELECTION OF DIRECTORS AT GENERAL MEETING

In accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, ethnicity, cultural and educational background, professional experiences and knowledge) with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, the Board (other than the retiring Directors in reviewing their own profile) has reviewed the re-election of the Directors by evaluating the performance and contribution of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation; and the Nomination Committee has assessed the independence of the independent non-executive Directors and considered whether they continued to satisfy the independence requirements as set out in the Listing Rules and suitable to continue to act in such roles.

After due evaluation and assessment, the Board (other than the retiring Directors in reviewing their own profile) is of the view that the performance of the retiring Directors was satisfactory and they have contributed effectively to the operation of the Board. Based on the information available to the Board and the annual written independence confirmations received from the independent non-executive Directors, the Board is satisfied that they, namely, Mr. Lam Chi Wing and Mr. Wong Yiu Kit, Ernest, (i) fulfill the requirements of an independent non-executive Director as stipulated under Rule 3.13 of the Listing Rules; (ii) are persons of integrity and independent in character and judgement; and (iii) have satisfactorily discharged their duties since their respective appointment. The Board believes that their re-election as independent non-executive Directors at the Annual General Meeting would contribute to the corporate governance standards of the Group and contribute to the board diversity of the Group based on their skills and experience.

In addition, the Board is of the view that it is in the interests of the Company and the Shareholders as a whole that the retiring Directors continue to serve the Company as Directors.

After considering the factors above, the Nomination Committee has recommended to the Board that each of Ms. Wang Aier, Mr. Lee Kar Lung, Mr. Lam Chi Wing, Mr. Lin Jiang, Mr. Li Runping and Mr. Wong Yiu Kit, Ernest shall be proposed to Shareholders for re-election at the Annual General Meeting.

Details of the retiring and proposed Directors who are subject to re-election or election (as the case may be) at the Annual General Meeting are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

RE-APPOINTMENT OF AUDITOR

HLB Hodgson Impey Cheng Limited will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

The Board proposes to re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

ANNUAL GENERAL MEETING

The Annual General Meeting will be held in a form of physical meeting. The notice of the Annual General Meeting to be held on 28 June 2024 at 4:00 p.m. at Unit 3607, 36th Floor., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong is set out on pages 21 to 26 of this circular. At the Annual General Meeting, resolutions will be proposed, among other matters, to approve the Repurchase Mandate, the Issue Mandate and the extension of the Issue Mandate to the Shares repurchased pursuant to the Repurchase Mandate, the re-election of retiring Directors and the re-appointment of the auditors of the Company.

A form of proxy for the Annual General Meeting is enclosed together with this circular. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy and return it to 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, in accordance with the instructions printed thereon as soon as practicable but in any event not later than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be) in person should you so wish.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the granting of the Repurchase Mandate, the Issue Mandate and the extension of the Issue Mandate to Shares repurchased pursuant to the Repurchase Mandate, the re-election of retiring Directors and the reappointment of the auditors of the Company. Therefore, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 25 June 2024 (Tuesday) to 28 June 2024 (Friday) both days inclusive, during which period no transfer of shares shall be effected. In order to qualify for voting at the Annual General Meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 24 June 2024 (Monday).

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, the vote of Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the Annual General Meeting will demand all resolutions proposed thereat be taken by poll. An announcement on the poll results will be made by the Company after the Annual General Meeting pursuant to Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters, the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors are of the view that proposals regarding the granting of the Repurchase Mandate, the Issue Mandate and the extension of the Issue Mandate to the Shares repurchased pursuant to the Repurchase Mandate, the re-election of retiring Directors and the re-appointment of auditor of the Company are in the best interests of the Company and recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By order of the Board
Aidigong Maternal & Child Health Limited
Wong Wing Cheung
Company Secretary

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to all Shareholders for their consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued and fully-paid ordinary share capital of the Company was 5,913,353,298 Shares of HK\$0.01 each.

Subject to the passing of the ordinary resolution for granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 591,335,329 Shares, being up to a maximum of 10% of the issued share capital of the Company.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors may think it appropriate to repurchase Shares, they believe that an ability to do so will give the Company additional flexibility that will be beneficial to the Company and the Shareholders as a whole as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Shareholders can be assured that the Directors will only make such repurchases in circumstances where they consider the repurchases to be in the best interests of the Company.

3. FUNDING OF REPURCHASES

In making repurchases, the Company may only apply funds legally available for such purposes in accordance with the Bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a Share repurchase may only be paid out of either the capital paid up on the relevant Shares, or the funds of the Company that will otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for the purpose. The premium payable on repurchase may only be paid out of either the funds of the Company that will otherwise be available for dividend or distribution or out of the Share premium before the Shares are repurchased. In accordance with the laws of Bermuda, the Shares so repurchased will be treated as cancelled but the aggregate amount of authorised Share capital will not be reduced.

4. IMPACT ON WORKING CAPITAL OR GEARING POSITION

On the basis of the consolidated financial position of the Company as at 31 December 2023 (being the date to which the latest published audited consolidated financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there may be a material adverse impact on the working capital position and the gearing position of the Company in the event that repurchases of all the Shares subject to the Repurchase Mandate are to be carried out in full at any time during the Repurchase Mandate period. No repurchase will be made in circumstances that will have a material adverse impact on the working capital position or the gearing position of the Company, as compared with the position disclosed in the Company's most recent published audited accounts.

5. PRICES OF SHARES

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest	Lowest
	HK\$	HK\$
2023		
May	0.550	0.415
June	0.415	0.355
July	0.360	0.300
August	0.345	0.310
September	0.315	0.295
October	0.295	0.245
November	0.345	0.245
December	0.320	0.260
2024		
January	0.260	0.075
February	0.084	0.071
March	0.077	0.051
April	0.080	0.049
May (up to the Latest Practicable Date)	0.066	0.049

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of Bermuda.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, and none of them has undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

7. THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a Share repurchase, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeovers Code.

To the best of the knowledge and belief of the Company and as recorded in the register required to be kept by the Company under section 336 of the SFO, as at the Latest Practicable Date, Ms. Zhu Yufei (being the beneficial owner of the Company with the highest shareholding) is (i) beneficially interested in 167,161,755 Ordinary Shares; (ii) deemed to be interested in 200,000,000 Ordinary Shares through Hongchang International Investment Limited; and (iii) deemed to be interested in 266,666,666 Ordinary Shares through Hongyuan Investment Limited, both being her controlled corporations, representing approximately 10.72% of the total number of Shares in issue as at the Latest Practicable Date. In the event that the Directors exercise in full the power to repurchase the Shares pursuant to the Repurchase Mandate which is proposed to be granted, the shareholding of Ms. Zhu Yufei would be increased to approximately 11.91% of the then total number of Shares of the Company in issue and such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Company has no intention to exercise the Repurchase Mandate to such extent that it would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the amount of Shares held by the public being reduced to less than 25% of the issued Share capital of the Company.

8. SHARE REPURCHASES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company has not repurchased any Shares (whether on the Stock Exchange or otherwise).

DIRECTORS PROPOSED FOR RE-ELECTION

EXECUTIVE DIRECTORS

Ms. Wang Aier ("Ms. Wang"), aged 56, joined the Company as executive Director in April 2024 and has been appointed as the chairman of the Board the chairman of the nomination committee of the Board and the chief executive officer of the Group on the same day. Ms. Wang holds an executive master's degree in business administration from Sun Yat-sen University and is a business person with 30 years of experience in business management. Ms. Wang is a director of Canadian North Resources Inc (CNRI), a company listed in Canada. She also serves as the general manager of a Chinese conglomerate whose industries include processing and manufacturing, medical and health care, real estate and finance and is a substantial shareholder of the Company.

According to the service contract of Ms. Wang, she will hold office for an initial term of one year commencing on 7 April 2024, which will continue thereafter. Ms. Wang will not receive any director's remuneration and Ms. Wang is not entitled to any other emoluments for serving as executive Director, chairman of the Board of Directors, chairman of the Nomination Committee or chief executive officer. The director's remuneration of Ms. Wang is subject to review by the Board and the Remuneration Committee from time to time. The remuneration was determined by the Board with reference to her duties and responsibilities as well as her qualifications, experience and the prevailing market conditions. According to the Bye-laws, Ms. Wang shall retire from office by rotation at least once every three years, and being eligible, will offer herself for re-election at the relevant general meetings. She will retire at the Annual General Meeting and being eligible, offer herself for re-election. As at the Latest Practicable Date, Ms. Wang is deemed to be interested in 535,216,505 Shares, representing approximately 9.05% of the entire issued share capital of the Company.

Save as disclosed above, Ms. Wang (i) did not hold any position in the Group as at the Latest Practicable Date; (ii) has not been a director of any other publicly listed company in the three years immediately preceding the Latest Practicable Date; (iii) does not have other major appointments and professional qualifications; (iv) does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company; and (v) had no other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Lin Jiang ("Mr. Lin"), aged 59, joined the Company as a non-executive Director on 1 February 2013 and was re-designated as an executive Director on 14 February 2020. He has over 20 years of experience in Economic and Financial areas. He obtained a bachelor degree and a master degree of Economics from Sun Yat-sen University, a doctoral degree of economics from Jinan University, and finished his postdoctoral research on applied economics in Zhongnan University of Economics and Law.

Mr. Lin is currently an economics professor and a doctoral tutor in Lingnan College of Sun Yat-sen University. Moreover, he serves as an instructional committee member of Public Financial Majors of Higher Education Institutes of the Ministry of National Education*(國家教育部高等學校財政學類教學指導委員會), an adjunct research fellow for Cross-Strait Relation Research Center*(海峽兩岸關係研究中心特約研究員), a vice president of Guangdong Public Finance Society*(廣東省財政學會), an advisory member of Guangzhou Municipal Public Finance Experts Committee*(廣州市財政專家諮詢委員會), a member of the Guangzhou Municipal Planning Committee (廣州市規劃委員會) and a consultation expert of the Budget Work Committee, the Standing Committee of Guangzhou Municipal People's Congress,(廣州市人大常委會預算工作委員會諮詢專家). In addition, he has been the then deputy general manager for the financial division of China Merchants Group Limited.

According to the service agreement of Mr. Lin, he will hold office for a term of 1 year commencing on 14 February 2020, which will continue thereafter. According to the Bye-laws, Mr. Lin shall retire from office by rotation at least once every three years, and being eligible, will offer himself for re-election at the relevant general meetings. He will retire at the Annual General Meeting and being eligible, offer himself for re-election.

The Director's fee of Mr. Lin is HK\$25,000 per month. The Director's fee of Mr. Lin had been recommended by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities and prevailing market conditions and subject to the approval of the Shareholders at the Annual General Meeting. For the year ended 31 December 2023, total emolument of Mr. Lin was HK\$300,000.

Save as disclosed above, Mr. Lin (i) did not hold any position in the Group as at the Latest Practicable Date; (ii) has not been a director of any other publicly listed company in the three years immediately preceding the Latest Practicable Date; (iii) does not have other major appointments and professional qualifications; (iv) does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company as defined in the Listing Rules; and (v) had no other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Li Runping ("Mr. Li"), aged 42, was appointed as an executive Director on 16 April 2020. He obtained a bachelor's degree in accounting from the International Business School, Nankai University (南開大學國際商學院) in June 2004, and a master's degree in administration from Nankai University (南開大學) in June 2011. Mr. Li has over ten years of experience in the financial industry. He served as senior management in a number of corporations and was responsible for industry research, investment and matters relating to mergers and acquisitions.

According to the service agreement of Mr. Li, he will hold office for an initial term of one year commencing on 16 April 2020, which will continue thereafter. Mr. Li is not entitled to any director's fee pursuant to his service contract, and he is not entitled to any other emoluments for holding office as an executive Director. According to the Bye-laws, Mr. Li shall retire from office by rotation at least once every three years, and being eligible, will offer himself for re-election at the relevant general meetings. He will retire at the Annual General Meeting and being eligible, offer himself for re-election.

Save as disclosed above, Mr. Li (i) did not hold any position in the Group as at the Latest Practicable Date; (ii) has not been a director of any other publicly listed company in the three years immediately preceding the Latest Practicable Date; (iii) does not have other major appointments and professional qualifications; (iv) does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company as defined in the Listing Rules; and (v) had no other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Lee Kar Lung ("Mr. Lee"), aged 46, was appointed as a non-executive Director on 7 April 2024. Mr. Lee holds a master's degree in environmental protection from the Chinese University of Hong Kong. Mr. Lee is currently the chairman of Innovest Financial Group Limited, which is mainly engaged in asset management, wealth management, inheritance planning and education, and lending businesses in Hong Kong. Mr. Lee was also a director of Gotong Logistics Limited (Trading) from 2006 to 2016 and was re-designated as a non-executive director of Gotong Logistics (Trading) Company Limited from 2016. Mr. Lee is a business person with more than 15 years of experience in the industry. As at the Latest Practicable Date, Mr. Lee is deemed to be interested in 149,998,000 Shares, representing approximately 2.54% of the entire issued share capital of the Company.

According to the service agreement of Mr. Lee, she will hold office for an initial term of one year commencing on 7 April 2024, which will continue thereafter. Mr. Lee will not receive any director's remuneration and Mr. Lee is not entitled to any other emoluments for serving as a non-executive Director. The director's remuneration of Mr. Lee is subject to review by the Board and the Remuneration Committee from time to time. The remuneration was determined by the Board with reference to his duties and responsibilities as well as his qualifications, experience and the prevailing market conditions According to the Bye-laws, Mr. Lee shall retire from office by rotation at least once every three years, and being eligible, will offer himself for re-election at the relevant general meetings. He will retire at the Annual General Meeting and being eligible, offer himself for re-election.

Save as disclosed above, Mr. Lee(i) did not hold any position in the Group as at the Latest Practicable Date; (ii) has not been a director of any other publicly listed company in the three years immediately preceding the Latest Practicable Date; (iii) does not have other major appointments and professional qualifications; (iv) does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company as defined in the Listing Rules; and (v) had no other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Lam Chi Wing ("Mr. Lam"), aged 43, was appointed as an independent non-executive Director on 26 October 2023. Mr. Lam obtained a bachelor of business administration in accounting and finance degree from The University of Hong Kong in December 2003, a master of science in knowledge management degree from The Hong Kong Polytechnic University in December 2006 and a master of business administration degree from The Chinese University of Hong Kong in December 2010. He is currently a postgraduate of the executive master in Public Administration Hong Kong Administrative Talents Programme conducted by the School of Public Policy & Management at Tsinghua University.

Mr. Lam joined Li & Fung Group in September 2003, where he served as the group chief representative and general manager of Southern China of Li & Fung Development (China) Limited prior to his departure in July 2015. From June 2020 to December 2020, he was a brand and new retail strategic officer of Bonjour Holdings Limited.

Mr. Lam has been a deputy to the 14th National People's Congress*(第十四屆全國人大 代表), a member of each of the 12th and 13th Guangdong Provincial Committee of the Chinese People's Political Consultative Conference*(中國人民政治協商會議第十二屆及第十三屆廣 東省委員會) and a member of each of the 11th and 12th Zhongshan Municipal Committee of the Chinese People's Political Consultative Conference*(中國人民政治協商會議第十一屆及第十二 屆中山市委員會). Mr. Lam is currently a vice-chairman of each of the Hong Kong Guangdong Youth Association*(香港廣東青年總會), the Council of the Guangdong Society of Commercial Economy*(廣東省商業經濟學會理事會), the Council for the Promotion of Guangdong Hong Kong-Macao Cooperation* (廣東省粵港澳合作促進會) and the Federation of Hong Kong Zhong Shan Community Organisations Limited*(香港中山社團總會). He is also currently an adjunct associate professor of the department of information systems, business statistics and operations management of the Business School of The Hong Kong University of Science and Technology, and co-director and an adjunct professor of the Center of Innovation Design and Entrepreneurship of the School of Management and Economics of The Chinese University of Hong Kong, Shenzhen. Mr. Lam served as a part-time member of the Central Policy Unit of the Government of the Hong Kong Special Administrative Region from 2011 to 2012.

From July 2020 to December 2020, Mr. Lam was an executive director of Bonjour Holdings Limited (stock code: 653) and served as an independent non-executive director of Group from March 2016 to December 2022. Currently, Mr. Lam serves as an independent non-executive director of China Wantian Holdings Limited (stock code: 1854), Wai Hung Group Holdings Limited (stock code: 3321), Alco Holdings Limited (stock code: 328) and MTT Group Holdings Limited (stock code: 2350) and Space Group Holdings Limited (stock code: 2448), those shares of which are listed on the Main Board of the Stock Exchange.

According to the service agreement of Mr. Lam, he will hold office for an initial term of one year commencing on 26 October 2023, which will continue thereafter. According to the Byelaws, Mr. Lam shall retire from office by rotation at least once every three years, and being eligible, will offer himself for re-election at the relevant general meetings. He will retire at the Annual General Meeting and being eligible, offer himself for re-election. The Director's fee of Mr. Lam is HK\$100,000 per annum pursuant to his service agreement.

The Director's fee of Mr. Lam had been recommended by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities and prevailing market conditions and subject to the approval of the Shareholders at the Annual General Meeting.

Save as disclosed above and as at the date of this announcement, Mr. Lam (i) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any interests in shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong); (iv) does not hold any other positions with other members of the Group; and (v) does not have other major appointments or professional qualifications. Mr. Lam has complied with the independence guideline under Rule 3.13 of the Listing Rules.

Mr. Wong Yiu Kit, Ernest, ("Mr. Wong"), aged 56, joined the Company as an independent non-executive Director in September 2017. He is also the chairman of the Audit Committee and a member of the Remuneration Committee. Mr. Wong has over 30 years of experience in venture capital, corporate finance, business development and general management. He is the president and group chief financial officer of KVB Holdings Limited ("KVB"). Mr. Wong is as an independent non-executive director of Renheng Enterprise Holdings Limited (Stock Code: 3628), Progressive Path Group Holdings Limited (Stock Code: 1581), Goldstone Investment Group Limited (Stock Code: 901), Kwong Luen Engineering Holdings Limited (Stock Code: 1413) and Samson Paper Holdings Limited (Stock Code: 731), each of the shares of such companies are listed on the Stock Exchange. Mr. Wong also served several positions at Adamas Finance Asia Limited, a company listed on the London Stock Exchange (LSE Stock Code: ADAM), including its executive director, chief financial officer and non-executive director. Mr. Wong also served as the executive director, the chief financial officer and the company secretary of CLSA Premium Limited (formerly known as "KVB Kunlun Financial Group Limited") (Stock Code: 6877) and an independent non-executive director of RENHENG Enterprise Holdings Limited (Stock Code: 3628) and an independent nonexecutive director of China Regenerative Medicine International Limited (Stock Code: 8158). Mr. Wong obtained a master's degree in management from Saïd Business School of Oxford, a bachelor's degree in business administration from The University of Hong Kong, a master's degree of science in investment management from The Hong Kong University of Science and Technology and a master's degree of science in electronic engineering from the Chinese University of Hong Kong. Mr. Wong was admitted as a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in England and Wales and the Hong Kong Securities Institute. He was admitted as a chartered financial analyst of the Institute of Chartered Financial Analysts. He is also acting as the court member of The University of Hong Kong, and a global council of the Association of Chartered Certified Accountants.

According to the service agreement of Mr. Wong, he will hold office for a term of 1 years commencing on 20 September 2017, which will continue thereafter. According to the Bye-laws, Mr. Wong shall retire from office by rotation at least once every three years, and being eligible, will offer himself for re-election at the relevant general meetings. He will retire at the Annual General Meeting and being eligible, offer himself for re-election.

The Director's fee of Mr. Wong is HK\$150,000 per annum. The Director's fee of Mr. Wong had been recommended by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities and prevailing market conditions and subject to the approval of the Shareholders at the Annual General Meeting.

Save as disclosed above, Mr. Wong (i) did not hold any position in the Group as at the Latest Practicable Date; (ii) has not been a director of any other publicly listed company in the three years immediately preceding the Latest Practicable Date; (iii) does not have other major appointments and professional qualifications; (iv) does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules; and (v) had no other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

General

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) in relation to the proposed re-election of Ms. Wang Aier, Mr. Lin Jiang, Mr. Li Runping, Mr. Lee Kar Lung, Mr. Lam Chi Wing and Mr. Wong Yiu Kit, Ernest.

* The English translation of Chinese names or words in this Appendix, where indicated, is included for information purpose only, and should not be regarded as the official English translation of such Chinese name or words.



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)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Annual General Meeting**") of Aidigong Maternal & Child Health Limited (the "**Company**") will be held at Unit 3607, 36th Floor., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Friday, 28 June 2024 at 4:00 p.m. for the following purposes:

- 1. To receive and consider the audited consolidated financial statements, Directors' report and the report of auditors of the Company for the year ended 31 December 2023.
- 2. To re-elect the following directors of the Company (each as a separate resolution):

Executive directors:

- (A) Ms. Wang Aier
- (B) Mr. Lin Jiang
- (C) Mr. Li Runping

Non-executive director:

(D) Mr. Lee Kar Lung

Independent non-executive directors:

- (E) Mr. Lam Chi Wing
- (F) Mr. Wong Yiu Kit, Ernest
- 3. To authorise the board (the "**Board**") of directors (the "**Directors**") of the Company to fix the directors' remuneration.

- 4. To re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and to authorise the Directors to fix its remuneration.
- 5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase issued ordinary shares of HK\$0.01 each in the capital of the Company (the "Shares") subject to and in accordance with all applicable laws and requirements of the Listing Rules as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase Shares at a price determined by the Directors;
- (c) the aggregate number of the Shares which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued Share capital of the Company as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares of the Company that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purposes of this resolution:

"Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws and/or the Bye-laws to be held; or

- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the Company in general meeting."
- 6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to issue, allot and deal with additional Shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers either during or after the end of the Relevant Period;
- (c) the aggregate number of Share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below), or (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws, shall not exceed 20% of the total number of the issued Share capital of the Company as at the date of passing this resolution and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares of the Company that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or division shall be the same; and

(d) for the purposes of this resolution:

"Relevant Period" shall have the same meaning as ascribed to it under resolution no. 5(d) as set out in the notice convening the Annual General Meeting of which this resolution forms part; and

"Rights Issue" means an offer of Shares open for a period fixed by the Directors to the Shareholders on the register of the Members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong)."

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"THAT:

conditional upon the passing of the resolutions nos. 5 and 6 as set out in the notice convening the Annual General Meeting, the general mandate granted to the Directors pursuant to the resolution no. 6 as set out in the notice convening the Annual General Meeting be and is hereby extended by the addition thereto of an amount representing the total number of Share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 5 as set out in the notice convening the Annual General Meeting, provided that such amount shall not exceed 10% of the total number of the issued Share capital of the Company as at the date of passing this resolution."

By Order of the Board

Aidigong Maternal & Child Health Limited

Wong Wing Cheung

Company Secretary

Hong Kong, 5 June 2024

Notes:

- 1. The Annual General Meeting will be held in a form of physical meeting. Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more separate proxies to attend and to vote instead of him. A proxy need not be a Shareholder. On a poll, votes may be given either personally or by proxy.
- 2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney or other person duly authorised on its behalf to sign the same.
- 3. A form of proxy for use at the Annual General Meeting is enclosed To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company's branch share 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 Annual General Meeting or at any adjournment thereof.
- 4. No instrument appointing proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
- Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and
 voting in person at the Meeting if the member so wish and, in such event, the instrument appointing a proxy shall be
 deemed to be revoked.
- 6. All resolutions as set out in this notice will be taken by poll.
- 7. In relation to resolution no. 2 of this notice, the details of all Directors to be re-elected at the Annual General Meeting are set out in Appendix II of this circular to the Shareholders dated 5 June 2024.
- 8. With respect to the resolution no. 4 of this notice, approval is being sought from Shareholders for re-appointment of HLB Hodgson Impey Cheng Limited as auditor of the Company.
- 9. With respect to the resolution no. 5 of this notice, approval is being sought from Shareholders for a general mandate to be given to the Directors to repurchase Shares in accordance with all applicable laws and the Listing Rules.
- 10. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against ordinary resolution no. 5 as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in Appendix I to the circular of the Company dated 5 June 2024.
- 11. With respect to the resolutions nos. 6 and 7 of this notice, approval is being sought from Shareholders for general mandates to be given to the Directors to issue, allot and deal with Shares in accordance with all applicable laws and the Listing Rules.

12. This circular containing the information with respect to certain resolutions and this notice have been sent to the Shareholders together with the 2023 annual report of the Company.

13. For the purpose of ascertaining shareholders' right to attend and vote at the above meeting, the register of members of the Company will be closed and the relevant details are set out below:

Latest time to lodge transfer: 4:30 p.m. on 24 June 2024 (Monday)

Book closure: 25 June 2024 (Tuesday) to 28 June 2024 (Friday)

Record date: 28 June 2024 (Friday)

During the above closure period, no transfer of shares will be registered. In order to qualify for the right to attend and vote at the above meeting, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's branch share registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before the above latest time to lodge transfer.

14. As at the date hereof, the Board comprises Ms. Wang Aier, Mr. Lin Jiang, Mr. Li Runping and Ms. Meng Lijia as executive Directors; Mr. Lee Kar Lung as non-executive Director and Mr. Lam Chi Wing and Mr. Wong Yiu Kit, Ernest, as independent non-executive Directors.

15. Members of the Company or their proxies shall produce documents of their proof of identity when attending the Meeting.