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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)

COMPLETION OF THE ISSUE OF CONVERTIBLE PREFERENCE SHARES UNDER SPECIFIC MANDATE

Reference is made to the announcements of Aidigong Maternal & Child Health Limited (the “**Company**”) dated 9 September 2022, 8 December 2022, 30 December 2022 and 8 March 2023 (collectively, the “**Announcements**”) and the circular dated 9 December 2022 (the “**Circular**”) in relation to, among other things, the proposed issue of Convertible Preference Shares under Specific Mandate. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Announcements and the Circular.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that all conditions precedent set out in the Subscription Agreement have been fulfilled and Completion took place on 23 March 2023 in accordance with the terms and conditions of the Subscription Agreement. Pursuant to the Subscription Agreement, 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 (“**DYZH**”), an affiliate of the Subscriber, at an aggregate Consideration of HK\$224,719,101.6.

NUMBER OF CONVERSION SHARES

Based on the initial Conversion Price, a maximum number of 374,531,836 Conversion Shares shall be allotted and issued upon full conversion of all the Convertible Preference Shares.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

For illustrative purpose only, set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the allotment and issue of the Conversion Shares upon full conversion of all the Convertible Preference Shares (assuming there are no other changes in the issued share capital of the Company between the date of this announcement and immediately after the allotment and issue of the Conversion Shares upon full conversion of all the Convertible Preference Shares):

Shareholders	As at the date of this announcement		Immediately after the allotment and issue of the Conversion Shares upon full conversion of all the Convertible Preference Shares	
	<i>Number of Ordinary Shares</i>	<i>Approximate⁽⁴⁾ %</i>	<i>Number of Ordinary Shares</i>	<i>Approximate⁽⁴⁾ %</i>
Champion Dynasty Limited ⁽¹⁾	530,379,671	12.21	530,379,671	11.24
Ms. Zhu Yufei ⁽²⁾	515,151,755	11.86	515,151,755	10.91
Suntak Global Growth Fund SPC – Suntak Global Growth Fund Number One SP Limited	398,304,379	9.17	398,304,379	8.44
DYZH ⁽⁵⁾	–	–	374,531,836 ⁽³⁾	7.94
Public Shareholders	2,901,179,169	66.76	2,901,179,169	61.47
Total:	<u>4,345,014,974</u>	<u>100.00</u>	<u>4,719,546,810</u>	<u>100.00</u>

Notes:

- (1) Champion Dynasty Limited is a company wholly owned by Mr. Cheung Wai Kuen, an executive Director.
- (2) Ms. Zhu Yufei is (i) beneficially interested in 255,151,755 Ordinary Shares; (ii) deemed to be interested in 60,000,000 Ordinary Shares through Hongchang International Investment Limited; and (iii) deemed to be interested in 200,000,000 Ordinary Shares through Hongyuan Investment Limited, both her controlled corporations.
- (3) The number of Ordinary Shares is 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.
- (4) The above percentages are subject to rounding adjustments.
- (5) DYZH is a company wholly owned by a limited partnership, the general partner of which is the same as the Subscriber and the sole limited partner is the Subscriber.

By Order of the Board
Aidigong Maternal & Child Health Limited
Zhu Yufei
Chairman

Hong Kong, 23 March 2023

As at the date of this announcement, the Board comprises Ms. Zhu Yufei, Mr. Cheung Wai Kuen, Mr. Lin Jiang, Mr. Li Runping and Ms. Meng Lijia as executive Directors; Mr. Guo Qifei and Ms. Liang Linmin as non-executive Directors; and Ms. Yu Lin, Mr. Wong Yiu Kit, Ernest, Mr. Huang Wenhua and Mr. Wang Qingyu as independent non-executive Directors.