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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).

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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)

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

A notice of Annual General Meeting to be held at Room 3607, 36/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Wednesday, 28 June 2023 at 4:00 p.m. is set out on pages 19 to 23 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. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

28 April 2023

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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 Wednesday, 28 June 2023 at 4:00 p.m. or any adjournment thereof (as the case may be), notice of which is set out on pages 19 to 23 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
“Champion Dynasty”	Champion Dynasty Limited, a company incorporated in the British Virgin Islands with limited liability and the Company’s substantial shareholder
“chief executive”	has the meaning ascribed to it under the Listing Rules
“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

DEFINITIONS

“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
“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”	24 April 2023, 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

DEFINITIONS

“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.

LETTER FROM THE BOARD



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. Zhu Yufei

(Chairman and Chief Executive Officer)

Mr. Cheung Wai Kuen

Mr. Lin Jiang

Mr. Li Runping

Ms. Meng Lijia

Non-executive Directors

Mr. Guo Qifei

Ms. Liang Linmin

Independent non-executive Directors

Ms. Yu Lin

Mr. Wong Yiu Kit, Ernest

Mr. Huang Wenhua

Mr. Wang Qingyu

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal Office in Hong Kong:

Room 3607, 36/F.,

China Resources Building,

26 Harbour Road, Wan Chai

Hong Kong

28 April 2023

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES**
(2) RE-ELECTION OF DIRECTORS
(3) RE-APPOINTMENT OF AUDITOR
(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 19 to 23 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.

LETTER FROM THE BOARD

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 2022;
- (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 869,002,994 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 (i.e. 434,501,497 Shares assuming that the existing issued Share capital of the Company remains unchanged as at the date of the Annual General Meeting). 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.

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.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE NEW SHARES

At the Annual General Meeting, an ordinary resolution will be proposed for the purpose of granting the Directors the Issue Mandate representing 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 (i.e. 869,002,994 Shares assuming that the existing issued Share capital of the Company remains unchanged as at the date of the Annual 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.

RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 87 of the Bye-laws, Mr. Lin Jiang and Mr. Li Runping, the executive Directors, will retire from office by rotation as Directors at the Annual General Meeting and being eligible, offer themselves for re-election. Ms. Meng Lijia, Mr. Guo Qifei and Mr. Huang Wenhua were appointed as an executive Director, a non-executive Director and an independent non-executive Director respectively with effect from 5 December 2022; and Ms. Liang Linmin and Mr. Wang Qingyu were appointed as a non-executive Director and an independent non-executive Director respectively with effect from 27 December 2022. Pursuant to Bye-law 86(2) of the Bye-laws, each of Ms. Meng Lijia, Mr. Guo Qifei, Mr. Huang Wenhua, Ms. Liang Linmin and Mr. Wang Qingyu 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.

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 through:

- (a) 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
- (b) assessing the independence of the independent non-executive Directors and considered whether they remained independent and suitable to continue to act in such roles.

LETTER FROM THE BOARD

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. Huang Wenhua and Mr. Wang Qingyu, (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.

Details of the retiring Directors 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 2023 at 4:00 p.m. at Room 3607, 36/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong is set out on pages 19 to 23 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.

LETTER FROM THE BOARD

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. Completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting 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 re-appointment 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 23 June 2023 (Friday) to 28 June 2023 (Wednesday) 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 21 June 2023 (Wednesday).

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.

LETTER FROM THE BOARD

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 4,345,014,974 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 434,501,497 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 2022 (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 <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	0.470	0.405
May	0.430	0.360
June	0.520	0.390
July	0.500	0.420
August	0.520	0.425
September	0.580	0.435
October	0.445	0.365
November	0.430	0.370
December	0.460	0.390
2023		
January	0.610	0.410
February	0.680	0.600
March	0.630	0.490
April (up to the Latest Practicable Date)	0.610	0.510

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.

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, Mr. Cheung Wai Kuen (being the beneficial owner of the Company with the highest shareholding) is deemed to be interested in 530,379,671 Shares through his controlled corporation namely, Champion Dynasty, representing approximately 12.21% 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 Mr. Cheung Wai Kuen would be increased to approximately 13.56% 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**

Mr. Lin Jiang (“**Mr. Lin**”), aged 58, 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 Doctor 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 consultation expert for Decision Making, Guangzhou Municipal Government, 4th session (廣州市人民政府第四屆決策諮詢專家) and a consultation expert of the Budget Work Committee, the 15th Standing Committee of Guangzhou Municipal People’s Congress’ (廣州市第十五屆人大常委會預算工作委員會諮詢專家). In addition, he was 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 2022, 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 41, 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.

Ms. Meng Lijia (“**Ms. Meng**”), aged 33, was appointed as an executive Director on 5 December 2022. She obtained a bachelor’s degree in laws from Guangzhou University (廣州大學) in June 2012 and a master’s degree in laws from Southwest University of Political Science & Law (西南政法大學) in December 2018. Ms. Meng previously worked in King & Wood Mallesons Beijing (北京市金杜(深圳)律師事務所) and is currently working in Beijing Jincheng Tongda & Neal (Shenzhen) Law Firm (北京金誠同達(深圳)律師事務所) as a lawyer. She has many years of experience in the legal field.

According to the service agreement of Ms. Meng, she will hold office for an initial term of one year commencing on 5 December 2022, which will continue thereafter. According to the Bye-laws, Ms. Meng 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.

The Director's fee of Ms. Meng is HK\$150,000 per annum pursuant to her service agreement. The Director's fee of Ms. Meng had been recommended by the Remuneration Committee and determined by the Board with reference to her 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 2022, Ms. Meng received a Director's fee of HK\$11,000.

Save as disclosed above, Ms. Meng (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.

NON-EXECUTIVE DIRECTORS

Mr. Guo Qifei (“**Mr. Guo**”), aged 39, was appointed as a non-executive Director on 5 December 2022. He obtained an executive master's degree in Business Administration from Hong Kong University of Science Technology in 2021. Since 2018, Mr. Guo has been a partner of Suntek Financial Investment Company Limited, an affiliated company of Suntek Global Growth Fund SPC – Suntek Global Growth Fund Number One SP which is a Shareholder of the Company. He has over ten years of experience in investment and financing, particularly international mergers and acquisitions and financial and major project investment business. Mr. Guo has extensive experience in managing and coordinating mainland and overseas investment resources, and has an extensive investment network.

According to the service agreement of Mr. Guo, he will hold office for an initial term of one year commencing on 5 December 2022, which will continue thereafter. Mr. Guo is not entitled to any director's fee pursuant to his service agreement and is not entitled to any other emoluments for holding office as a non-executive Director. According to the Bye-laws, Mr. Guo 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. Guo (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.

Ms. Liang Linmin (“**Ms. Liang**”), aged 51, was appointed as a non-executive Director on 27 December 2022. She is the founder of an ophthalmology hospital. She has been working in the interior design industry for many years. Ms. Liang also has extensive experience in business management in the medical sector.

According to the service agreement of Ms. Liang, she will hold office for an initial term of one year commencing on 27 December 2022, which will continue thereafter. Ms. Liang is not entitled to any director’s fee pursuant to her service agreement and is not entitled to any other emoluments for holding office as a non-executive Director. According to the Bye-laws, Ms. Liang 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.

Save as disclosed above, Ms. Liang (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.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Huang Wenhua (“**Mr. Huang**”), aged 45, was appointed as an Independent non-executive Directors on 8 December 2022. He is also a member of the Remuneration Committee, the Nomination Committee and the Audit Committee. Mr. Huang obtained a master’s degree in management from Sun Yat-sen University (中山大學) in 2005. Mr. Huang is an experienced management consultant. He has extensive experience in corporate strategic management, organizational operation management, marketing management and human resource management. He has provided management consulting services to dozens of companies.

According to the letter of appointment of Mr. Huang, he will hold office for an initial term of one year commencing on 5 December 2022, which will continue thereafter. According to the Bye-laws, Mr. Huang 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. Huang is HK\$150,000 per annum pursuant to his letter of appointment. The Director’s fee of Mr. Huang 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 2022, Mr. Huang received a Director’s fee of HK\$11,000.

Save as disclosed above, Mr. Huang (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. Wang Qingyu (“**Mr. Wang**”), aged 44, was appointed as an independent non-executive Director on 27 December 2022. Mr. Wang has been working in the pharmaceutical industry for over 10 years. He has extensive experience in marketing and business management. Mr. Wang is a member of the Dongguan Political Consultative Congress, deputy leader of the Dongguan Volunteer Expansion Service Team and vice president of the Dongguan Positive Psychology Association. Mr. Wang was selected for the “List of Chinese Good Fellows” and received awards including Outstanding Volunteer of the Chinese Volunteer Service Exchange and Gold Award of the Guangdong Volunteer Service.

According to the letter of appointment of Mr. Wang, he will hold office for an initial term of one year commencing on 27 December 2022, which will continue thereafter. According to the Bye-laws, Mr. Wang 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. Wang is HK\$100,000 per annum pursuant to his letter of appointment. The Director's fee of Mr. Wang 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 2022, Mr. Wang received a Director's fee of HK\$1,000.

Save as disclosed above, Mr. 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 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 Mr. Lin Jiang, Mr. Li Runping, Ms. Meng Lijia, Mr. Guo Qifei, Ms. Liang Linmin, Mr. Huang Wenhua and Mr. Wang Qingyu.

NOTICE OF ANNUAL GENERAL MEETING



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**”) will be held at Room 3607, 36/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Wednesday, 28 June 2023 at 4:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

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 2022.
2. To re-elect the following directors of the Company (each as a separate resolution):

Executive directors:

- (A) Mr. Lin Jiang
- (B) Mr. Li Runping
- (C) Ms. Meng Lijia

Non-executive directors:

- (D) Mr. Guo Qifei
- (E) Ms. Liang Linmin

Independent non-executive directors:

- (F) Mr. Huang Wenhua
- (G) Mr. Wang Qingyu

NOTICE OF ANNUAL GENERAL MEETING

3. To authorise the board of 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 the said approval shall be limited accordingly; 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.”

NOTICE OF ANNUAL 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 share option scheme of the Company approved by the Stock Exchange, 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 the said approval shall be limited accordingly; 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

NOTICE OF ANNUAL GENERAL MEETING

“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. 5 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. 6 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, 28 April 2023

NOTICE OF ANNUAL GENERAL MEETING

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.
2. 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.
3. All resolutions as set out in this notice will be taken by poll.
4. 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 28 April 2023.
5. 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.
6. 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.
7. 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.
8. This circular containing the information with respect to certain resolutions and this notice have been sent to the Shareholders together with the 2022 annual report of the Company.
9. 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 21 June 2023 (Wednesday)

Book closure: 23 June 2023 (Friday) to 28 June 2023 (Wednesday)

Record date: 28 June 2023 (Wednesday)

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.
10. As at the date hereof, 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.