

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Aidigong Maternal & Child Health Limited

Date Submitted 6 January 2020

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

(1) Stock code : <u>286</u> Description : <u>Ordinary shares</u>			
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>80,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$800,000,000</u>
Increase/(decrease)	<u>-</u>		<u>-</u>
Balance at close of the month	<u>80,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$800,000,000</u>
(2) Stock code : _____ Description : _____			
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 2. Preference Shares

Stock code : _____ Description : _____				
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )	
Balance at close of preceding month	_____	_____	_____	
Increase/(decrease)	_____		_____	
Balance at close of the month	_____	_____	_____	

## 3. Other Classes of Shares

Stock code : _____ Description : _____				
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )	
Balance at close of preceding month	_____	_____	_____	
Increase/(decrease)	_____		_____	
Balance at close of the month	_____	_____	_____	

Total authorised share capital at the end of the month (*State currency*) :

**HK\$800,000,000**

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>3,730,915,008</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>100,000,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>3,830,915,008</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. _____ _____ _____ _____ ( / / ) _____ shares (Note 1)	_____	_____	_____	_____	_____	_____
2. _____ _____ _____ _____ ( / / ) _____ shares (Note 1)	_____	_____	_____	_____	_____	_____
3. _____ _____ _____ _____ ( / / ) _____ shares (Note 1)	_____	_____	_____	_____	_____	_____
			Total A. (Ordinary shares)	_____		
			(Preference shares)	_____		
			(Other class)	_____		
Total funds raised during the month from exercise of options (State currency)	_____					

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____	_____	_____	_____	_____	_____	_____
( / / )	Stock code (if listed) _____	Class of shares _____	issuable ( <i>Note 1</i> ) _____	Subscription price _____	EGM approval date (if applicable)	(dd/mm/yyyy) _____
2. _____ _____	_____	_____	_____	_____	_____	_____
( / / )	Stock code (if listed) _____	Class of shares _____	issuable ( <i>Note 1</i> ) _____	Subscription price _____	EGM approval date (if applicable)	(dd/mm/yyyy) _____
3. _____ _____	_____	_____	_____	_____	_____	_____
( / / )	Stock code (if listed) _____	Class of shares _____	issuable ( <i>Note 1</i> ) _____	Subscription price _____	EGM approval date (if applicable)	(dd/mm/yyyy) _____
4. _____ _____	_____	_____	_____	_____	_____	_____
( / / )	Stock code (if listed) _____	Class of shares _____	issuable ( <i>Note 1</i> ) _____	Subscription price _____	EGM approval date (if applicable)	(dd/mm/yyyy) _____
Total B. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____						



Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. The Company and the subscribers have entered into a subscription agreement dated 25 January 2019 in which the Company would issue up to 264,099,966 ordinary shares (subscription shares) at subscription price of HK\$0.70 per subscription share. The subscription shares will be issued and allotted pursuant to the specific mandate approved by the shareholders at the special general meeting convened on 28 August 2019 and other effective conditions being fulfilled. For details, please refer to the announcements of the Company dated 25 January 2019 and 28 August 2019. <b>(28/08/2019)</b></p> <p style="text-align: right;">Ordinary shares (<i>Note 1</i>)</p>	Nil	264,099,966
<p>2. _____</p> <p style="text-align: right;">( / / )</p> <p style="text-align: right;">Ordinary shares (<i>Note 1</i>)</p>	Nil	Nil
<p>3. _____</p> <p style="text-align: right;">( / / )</p> <p style="text-align: right;">Ordinary shares (<i>Note 1</i>)</p>	Nil	Nil
<p style="text-align: right;">Total D. (Ordinary shares)</p>	Nil	
<p style="text-align: right;">(Preference shares)</p>	N/A	
<p style="text-align: right;">(Other class)</p>	N/A	

Other Movements in Issued Share Capital

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
2. Open offer	At price : State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
3. Placing	At price : State currency <u>HK\$0.5 per share</u>	Class of shares issuable <u>Ordinary</u> (Note 1) Issue and allotment date : (31/12/2019) (dd/mm/yyyy) AGM approval date: (06/06/2019) (dd/mm/yyyy) (Allot and issue of placing shares pursuant to the agreement dated 18 December 2019 and under the general mandate granted to the directors in the Annual General Meeting held on 6 June 2019)	<u>100,000,000</u>	<u>N/A</u>
4. Bonus issue		Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. Scrip dividend	At price : State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	( / / )	( / / )
6. Repurchase of shares		Class of shares repurchased _____ (Note 1) Cancellation date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	( / / )	( / / )
7. Redemption of shares		Class of shares redeemed _____ (Note 1) Redemption date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	( / / )	( / / )
8. Consideration issue	At price : State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	( / / )	( / / )



Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i>  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
10. Other (Subscription of shares)	At price : _____ State currency _____  Class of shares issuable _____ <i>(Note 1)</i>  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
Total E.		(Ordinary shares) <u>100,000,000</u>	
		(Preference shares) -	
		(Other class) -	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) <u>100,000,000</u>
	(2) <u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:	
<i>(Note 2)</i>	
(i)	all money due to the listed issuer in respect of the issue of securities has been received by it;
(ii)	all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
(iii)	all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
(iv)	all the securities of each class are in all respects identical <i>(Note 3)</i> ;

- |        |   |
|--------|---|
| (v)    | all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;                   |
| (vi)   | all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;   |
| (vii)  | completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and |
| (viii) | the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.                                |

Remarks (if any):

The convertible bonds of US\$10 million were issued to the subscriber on 15 August 2016. In accordance with the terms of the convertible bonds, the convertible bonds would mature on 15 August 2018. The subscriber had given confirmation that the Company does not constitute for any breach of the terms of the convertible bonds. The principal amount of US\$2 million, US\$1 million, US\$1 million, US\$2 million, US\$1.5 million another US\$2.5 million of the convertible bonds were redeemed in December 2018, in March 2019, in July 2019, in September 2019, in October 2019 and in December 2019 respectively. The convertible bonds were fully redeemed in December 2019 and were cancelled accordingly.

Submitted by: Wong Wing Cheung

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *“Identical” means in this context:*
  - *the securities are of the same nominal value with the same amount called up or paid up;*
  - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
  - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*