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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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)**

#### **GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES REFRESHMENT OF THE SHARE OPTION SCHEME RE-ELECTION OF DIRECTORS RE-APPOINTMENT OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice of Annual General Meeting to be held at Unit E, 28/F., YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 18 June 2020 at 3:00 p.m. is set out on pages 25 to 30 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 registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, 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.

#### **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

To safeguard the health and safety of shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Annual General Meeting:

- compulsory temperature checks
- submission of health declaration form – anyone who is subject to quarantine, has any flu-like symptoms, has travelled overseas within 14 days immediately before the Annual General Meeting, or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the Annual General Meeting
- recommended wearing of surgical face masks
- no provision of souvenir or gift
- no provision of refreshments or drinks

Any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue, at the Company's discretion to the extent permitted by law. For the health and safety of shareholders, the Company would like to encourage shareholders to exercise their right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting as their proxy instead of attending the Annual General Meeting in person.

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

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the Annual General Meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue;
- (ii) all Shareholders, proxies and other attendees are required to complete and submit at the entrance of the Annual General Meeting venue a declaration form confirming their names and contact details, and confirming that they have not travelled to, or to their best knowledge have not had physical contact with any person who has recently travelled to, any affected countries or areas outside of Hong Kong (as per guidelines issued by the Hong Kong government at [www.chp.gov.hk/en/features/102742.html](http://www.chp.gov.hk/en/features/102742.html)) at any time in the preceding 14 days. Any person who is subject to quarantine, has any flu-like symptoms, has travelled overseas within 14 days immediately before the Annual General Meeting, or has close contact with any person under quarantine or with recent travel history or does not comply with this declaration requirement may be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue;
- (iii) the Company encourages attendees to wear surgical face masks inside the Annual General Meeting venue at all times, and to maintain a safe distance between seats; and
- (iv) no refreshments or drinks will be served, and there will be no souvenirs or gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

In the interest of all Shareholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.

The proxy form is attached to this circular for Shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the website of the Company at <http://www.aidigong.hk> or HKExnews at [www.hkexnews.hk](http://www.hkexnews.hk). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Unit E, 28/F., YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 18 June 2020 at 3:00 p.m. or any adjournment thereof (as the case may be), notice of which is set out on pages 25 to 30 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Champion Dynasty”	Champion Dynasty Limited, a company incorporated in the British Virgin Islands with limited liability and the Company’s substantial shareholder
“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
“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”	11 May 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Members”	A duly registered holder from time to time of the Shares in the capital of the Company
“Option Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all the Share Options to be granted under the Share Option Scheme of the Company which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“PRC”	the People’s Republic of China
“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 Options”	share options of the Company
“Share Option Scheme”	the share option scheme of the Company adopted by the Company on 11 October 2012
“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)

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## DEFINITIONS

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“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 “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.*

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LETTER FROM THE BOARD

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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)**

*Executive Directors*

Ms. Zhu Yufei

*(Joint Chairman and Chief Executive Officer)*

Mr. Cheung Wai Kuen *(Joint Chairman)*

Mr. Lin Jiang

Mr. Li Runping

*Non-executive Directors*

Mr. Wong Kin Man

Mr. Yang Zhibo

*Independent non-executive Directors*

Mr. Lam Chi Wing

Mr. Mai Yang Guang

Mr. Wong Yiu Kit, Ernest

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal Office in Hong Kong:*

Unit E, 28th Floor, YHC Tower,

1 Sheung Yuet Road,

Kowloon Bay, Kowloon

Hong Kong

15 May 2020

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES  
REFRESHMENT OF THE SHARE OPTION SCHEME  
RE-ELECTION OF DIRECTORS  
RE-APPOINTMENT OF AUDITOR AND  
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 25 to 30 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.

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## LETTER FROM THE BOARD

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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 2019;
- (b) approving payment of final dividend;
- (c) approving the re-election of Directors and the Board's authorisation to fix Directors' remuneration;
- (d) approving the re-appointment of auditor of the Company;
- (e) granting to the Directors the Repurchase Mandate;
- (f) granting to the Directors a general and unconditional mandate
  - (i) to issue further Shares of up to 766,183,001 Shares (i.e. not more than 3,830,915,008 x 20%), 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; and
  - (ii) to issue Shares not exceeding the total number of share capital of the Company repurchased pursuant to the Repurchase Mandate; and
- (g) refreshing the Option Scheme Mandate Limit.

### 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 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.



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## LETTER FROM THE BOARD

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### 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.

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.

### REFRESHMENT OF THE SHARE OPTION SCHEME

The Board proposes to seek the approval of the Shareholders to refresh the Option Scheme Mandate Limit of the Share Option Scheme. The Share Option Scheme was adopted by the Company on 11 October 2012. The current Option Scheme Mandate Limit entitled the Company to grant up to 299,625,500 Share Options, representing 10% of the then issued share capital of the Company as at 6 June 2019, on which date a resolution was passed to refresh the then Option Scheme Mandate Limit.

Pursuant to the Share Option Scheme, the Company had granted an aggregate of (i) 168,000,000 options in December 2012, which were exercised during 2015; (ii) 16,680,000 options in November 2014, which were expired during 2015; and (iii) 35,800,000 options in January 2016, which were expired during 2017. No option granted under the Share Option Scheme was outstanding as at the Latest Practicable Date. A resolution was passed by the Shareholders on 6 June 2019 at the Company's general meeting to refresh the Option Scheme Mandate Limit, and the Directors were authorised to issue options to subscribe for a total of 299,625,500 Shares, representing 10% of the then total number of Shares in issue (i.e. 2,996,255,008 Shares) as at the date of the passing of the resolution to refresh the Option Scheme Mandate Limit. No option was granted pursuant to the Share Option Scheme subsequent to the refreshment of Option Scheme Mandate Limit in June 2019.

The Share Option Scheme was adopted to recognise and acknowledge the contributions of the Group's employees and other selected grantees made or may have made to the Group. The Share Option Scheme will provide the grantees with an opportunity to have a personal stake in the Company with the view to achieving the objectives of motivating the grantees to optimise their performance efficiency for the benefit of the Company, and to attract and retain or otherwise maintain on-going relationships with the grantees whose contributions are or will be beneficial to the long-term growth of the Group.

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## LETTER FROM THE BOARD

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The existing Option Scheme Mandate Limit available to be granted to eligible participants represents only approximately 7.82% of the total number of Shares in issue as at the Latest Practicable Date. Additionally, following the completion of the Group's acquisition of Shenzhen Aidigong Maternity Health Management Co., Ltd in September 2019, the number of employees of the Group had increased substantially. Prior to the said acquisition and as at 31 December 2018, the Group only had around 200 employees, whereas after the completion of the acquisition and as at 31 December 2019, the Group had around 1,900 employees. The Group's numbers of employees had increased more than ninefold after the said acquisition; and the overall financial performance of the Group had been expanded substantially for the year ended 31 December 2019, as compared to that of 2018, such that, in order for the Group to attract and retain more talents and compete with its peers, the Company may require buffer for any possible grant of options under the Share Option Scheme. Based on the reasons set out above, the Directors consider that it is in the interest of the Company and the Shareholders as a whole to refresh the Option Scheme Mandate Limit to the 10% provided under Chapter 17 of the Listing Rules in order to provide the Company with greater flexibility in granting share options to eligible persons (including but not limited to employees of the Company and Directors) under the Share Option Scheme as incentives to reward their contribution to the Company. The Directors consider that the additional flexibility to be able to offer more share options is an important factor for the Company to attract potential recruits and to retain existing employees and officers of the Company.

It is proposed that subject to the approval of the Shareholders at the Annual General Meeting and such other requirements prescribed under the Listing Rules, the Option Scheme Mandate Limit will be refreshed so that the total number of Shares which may be issued upon exercise of all Share Options to be granted under the Share Option Scheme and all other share option schemes of the Company shall not exceed 10% of the Shares in issue as at the date of approval of the proposed refreshment by the Shareholders at the Annual General Meeting. Based on 3,830,915,008 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are bought back or issued and no Share Options are being granted or exercised prior to the Annual General Meeting, upon the approval of the refreshment of the Option Scheme Mandate Limit of the Share Option Scheme, the Director will be authorised to issue options to subscribe for a total of 383,091,500 Shares, representing not more than 10% of the total number of Shares in issue as at the date of the passing of the resolution to refresh the Option Scheme Mandate Limit.

Share options previously granted under the Share Option Scheme and/or any other share option scheme(s) of the Company, including without limitation those outstanding, cancelled, lapsed, exercised or expired in accordance with the Share Option Scheme or any other share option schemes of the Company will not be counted for the purpose of the proposed refreshment.

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## LETTER FROM THE BOARD

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The aggregate number of Shares which may be issued upon the exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company has not exceeded 30% of the Shares in issue as at the Latest Practicable Date.

The refreshment of the Option Scheme Mandate Limit is conditional upon:

- (a) the approval of the Shareholders at the Annual General Meeting; and
- (b) the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options granted under the refreshed limit of the Share Option Scheme.

An application will be made to the Listing Committee of the Stock Exchange for obtaining the approval mentioned in paragraph (b) above.

The Company's share award scheme was approved by the Shareholders at the Company's special general meeting held on 30 August 2018, which scheme is a discretionary scheme of the Company, and which does not constitute a share option scheme or an arrangement analogous to a share option scheme for the purpose of Chapter 17 of the Listing Rules. Apart from the Share Option Scheme, the Company has no other share option scheme or an arrangement analogous to a share option scheme for the purpose of Chapter 17 of the Listing Rules in effect as at the Latest Practicable Date.

As at the Latest Practicable Date, the Company had no concrete plan or intention to grant any Share Options under the Share Option Scheme immediately after obtaining the Shareholders' approval for the proposed refreshment. However, the Board does not rule out the possibility that the Company will grant any Share Options under the Share Option Scheme or grant any share award under the Company's share award scheme in future when such need arise in order to incentivize the respective eligible participants under the schemes. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 87 of the Bye-laws, Messrs Cheung Wai Kuen, Wong Yiu Kit, Ernest and Lam Chi Wing will retire from office by rotation as Directors at the Annual General Meeting and being eligible, offer themselves for re-election. Pursuant to Bye-law 86(2) of the Bye-laws, Mr. Wong Kin Man was appointed as a non-executive Director with effect from 16 August 2019, and each of Mr. Li Runping and Mr. Yang Zhibo was appointed as an executive Director and a non-executive Director, respectively, with effect from 16 April 2020. Each of them shall retire from office as a Director at the Annual General Meeting and being eligible, each of them has offered himself 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.

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 contributed effectively to the operation of the Board, and based on the information available to the Board and the annual written independence confirmation received from the independent non-executive Directors, the Board was satisfied that they, namely, Mr. Wong Yiu Kit, Ernest and Mr. Lam Chi Wing (i) fulfill the requirements of an independent non-executive Director as stipulated under Rule 3.13 of the Listing Rules; (ii) are the persons of integrity and independent in character and judgement; and (iii) they have satisfactorily discharged their duties since their respective appointment and believes that their reappointment as independent non-executive Director at the Annual General Meeting would contribute to the corporate governance standards of the Group and contribute the board diversity of the Group based on his skills and experience.

In addition, the Board is of the view that the performance of each of the retiring Directors was satisfactory and they had contributed to the Company and it is in the interests of the Company and the Shareholders as a whole that they continue to serve the Company.

Details of the above Directors are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

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## LETTER FROM THE BOARD

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### 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.

### PROPOSED PAYMENT OF FINAL DIVIDEND

The Board proposed the payment of a final dividend of HK0.067 cents per share for the year ended 31 December 2019. The payment of the final dividend is subject to the approval by the Shareholders at the Annual General Meeting. The final dividend is expected to be distributed on or around 10 July, 2020 (Friday). The transfer books and register of members of the Company will be closed from 24 June 2020 (Wednesday) to 26 June 2020 (Friday), both days inclusive, to determine the entitlement to the proposed final dividend, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 23 June 2020 (Tuesday). Subject to the passing of relevant resolution at the Annual General Meeting, the payment of the final dividend will be paid to the Shareholders whose names appear on the register of members of the Company on 26 June 2020 as the relevant record date.

### ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 25 to 30 of this circular. At the Annual General Meeting, in addition to the ordinary business of the meeting, resolutions will be proposed to approve the Repurchase Mandate, the Issue Mandate as well as the extension of the Issue Mandate to the Shares repurchased pursuant to the Repurchase Mandate, the payment of final dividend and the refreshment of the Share Option Scheme.

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 Level 54, Hopewell Centre, 183 Queen's Road East, 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. The relevant record date to determine the entitlement of Shareholders to attend and vote at the Annual General Meeting is Thursday, 18 June 2020. 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.

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## LETTER FROM THE BOARD

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### RIGHT TO DEMAND A POLL

Pursuant to Bye-law 66 of the Bye-laws, a resolution put to the vote at any general meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairman of the meeting; or
- (b) at least three Members present in person or by proxy for the time being entitled to vote at the meeting; or
- (c) a Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (d) a Member or Members present in person or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or
- (e) if required by the Listing Rules, any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing 5% or more of the total voting rights at the 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.

### 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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors are of the view that proposals regarding the granting of the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate to the Shares repurchased pursuant to the Repurchase Mandate, the payment of final dividend, the refreshment of the Option Scheme Mandate Limit, the re-election of 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 share capital of the Company was 3,830,915,008 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 383,091,500 Shares, being up to a maximum of 10% of the entire 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 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 them 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.



On the basis of the consolidated financial position of the Company as at 31 December 2019 (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.

#### 4. 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>
<b>2019</b>		
April	0.60	0.52
May	0.53	0.49
June	0.52	0.395
July	0.63	0.495
August	0.60	0.485
September	0.65	0.49
October	0.61	0.50
November	0.61	0.50
December	0.59	0.52
<b>2020</b>		
January	0.57	0.485
February	0.52	0.45
March	0.495	0.395
April	0.485	0.42
May (up to the Latest Practicable Date)	0.47	0.445

**5. 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.

**6. 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.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following substantial Shareholders were interested in 10% or more of the number of issued Shares:

Name of Shareholder	Number of Shares held (Note 3)	Percentage of total number of Shares (%) (Note 3)	Percentage of total number of Shares (assuming the Share Repurchase Mandate is exercised in full) (%)
Champion Dynasty (Note 1)	930,379,671	24.29	26.98
Cheung Wai Kuen (Note 1)	930,379,671	24.29	26.98
Wang Aier (Note 2)	900,000,000	23.49	26.10
Golden Full Holdings Limited (Note 2)	500,000,000	13.05	14.50
Suntek Global Growth Fund SPC – Suntek Global Growth Fund Number One SP	500,000,000	13.05	14.50

*Notes:*

1. Mr. Cheung Wai Kuen, through his controlled corporation namely, Champion Dynasty, is deemed to be interested in 930,379,671 Shares held by it. 500,000,000 Shares were charged by Champion Dynasty in favour of Golden Full Holdings Limited pursuant to a share charge agreement dated 8 January 2020.
2. Wang Aier, through her controlled corporation namely Golden Full Holdings Limited, is deemed to be interested in 500,000,000 Shares which it had a security interest described in note 1 above, and 400,000,000 Shares were held by her beneficially.
3. Based on 3,830,915,008 Shares in issue as at the Latest Practicable Date and the Disclosure of Interest Notices information retrieved from the website of HKExnews ([www.hkexnews.hk](http://www.hkexnews.hk)).

In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the interests of the substantial Shareholders in the Company will be increased to approximately the percentages as set out in the table above. The Directors believe that such increases would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for the substantial Shareholders to make a mandatory offer.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of repurchase, the exercise of Repurchase Mandate whether in whole or in part will not result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of the Company less than such prescribed percentage.

#### **7. 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*****Cheung Wai Kuen***

Mr. Cheung Wai Kuen, aged 46, joined the Company as executive Director in August 2012 and has been appointed as the chairman of the Board since September 2012 and he became a Joint Chairman upon Ms. Zhu Yufei's appointment as a Joint Chairman. He is also a director of certain subsidiaries of the Group. Mr. Cheung has 20 years of operational experience in the healthcare industry as well as rich industry resources. He has successfully found a number of hospitals and health management center. Mr. Cheung is a director of Champion Dynasty, a substantial shareholder of the Company. Mr. Cheung was retired from Greentech Technology International Limited (Stock Code: 195) as an executive director since 31 May 2019. Mr. Cheung is a director of Champion Dynasty, a substantial shareholder of the Company.

According to the service agreement of Mr. Cheung, he will hold office for a term of 3 years commencing on 14 August 2012, which will continue thereafter. Mr. Cheung is entitled to a fixed remuneration of HK\$150,000 per annum. The remuneration of Mr. Cheung had been recommended by the remuneration committee (the "**Remuneration Committee**") of the Board and determined by the Board with reference to his duties and responsibilities and prevailing market conditions. For the year ended 31 December 2019, the total emolument of Mr. Cheung was HK\$150,000.

Mr. Cheung is also a director of a number of subsidiaries of the Company. He is not connected and has no relationship with any Director, senior management or substantial or controlling Shareholder other than Champion Dynasty. As at the Latest Practicable Date, Mr. Cheung is the beneficial owner of Champion Dynasty, which held 930,379,671 Shares, representing approximately 24.29% of the entire issued share capital of the Company.

Save as disclosed above, Mr. Cheung (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 any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) 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.

***Li Runping***

Mr. Li Runping, aged 38, 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 business 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.

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 any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) 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*****Wong Kin Man***

Mr. Wong Kin Man, aged 68, joined the Company as non-executive Director in August 2019. He has extensive experience in brand marketing and public relations management. Mr. Wong previously served as the deputy general manager of China Division of Crocodile Garments Limited (stock code: 122), a company listed on the Main Board of the Stock Exchange which principally engaged in the manufacture, retail and wholesale of fashions in Hong Kong, Macau and mainland China. Subsequently, Mr. Wong served at Hong Kong Seibu Holdings (China) Limited, a subsidiary of Dickson Concepts (International) Limited (stock code: 113), a company listed on the Main Board of the Stock Exchange that is principally engaged in sale of luxury goods and securities investment, where he was responsible for store expansion, management coordination, marketing, corporate relations and business development matters of the relevant company. Mr. Wong then served as the chief operating officer of Hong Kong Investment Holdings Limited, where he was responsible for the overall planning and development of a shopping mall in Tsim Sha Tsui, Hong Kong. Following that, Mr. Wong served as general manager of 太陽新天地購物中心 (Happy Valley Mall), one of the landmark shopping malls in Tianhe District, Guangzhou, China. Mr. Wong obtained a diploma in business management from Jinan University, China in 1985.

According to the service agreement of Mr. Wong, he will hold office for an initial term of 1 year commencing on 16 August 2019, which will continue thereafter. Mr. Wong is entitled to a director's fee of HK\$150,000 per annum according to the relevant service agreement, but Mr. Wong has agreed to waive such director's fee for 31 December 2019 and he did not receive any emolument. 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.

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 any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) 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.

***Yang Zhibo***

Mr. Yang Zhibo, aged 34, graduated with a bachelor's degree in administrative management from Xi'an Jiaotong University (西安交通大學) in July 2008, and obtained a master's degree in finance from Anhui University (安徽大學) in June 2013. Mr. Yang served as senior management in a number of corporations, where he was responsible for corporate audit, risk management and investment management, and has more than five years of relevant experience.

According to the service agreement of Mr. Yang, he will hold office for an initial term of one year commencing on 16 April 2020, which will continue thereafter. Mr. Yang 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 a non-executive Director.

Save as disclosed above, Mr. Yang (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 any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) 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*****Lam Chi Wing***

Mr. Lam Chi Wing, aged 40, joined the Company as an independent non-executive Director in March 2016. He is also a member of the Remuneration Committee, the nomination committee and the audit committee of the Board. Mr. Lam obtained a Bachelor of Business Administration degree in Accounting & Finance at the University of Hong Kong in 2003. Subsequently, Mr. Lam obtained a Master of Science degree in Knowledge Management at the Hong Kong Polytechnic University in 2006 and a Master of Business Administration degree at the Chinese University of Hong Kong in 2010. Mr. Lam is currently a doctoral candidate in Global Creative Industries of the University of Hong Kong.

Mr. Lam served at PricewaterhouseCoopers in 2003. Mr. Lam subsequently joined Li & Fung Group, which he served as Group Chief Representative and General Manager, Southern China of Li & Fung Development (China) Limited prior to his departure. Mr. Lam serves as director or consultant at a number of companies in Hong Kong and the PRC.

Mr. Lam is a member of the Twelfth Guangdong Committee of the Chinese People's Political Consultative Conference\* (中國人民政治協商會議第十二屆廣東省委員), and the Eleventh & Twelfth Zhongshan Committee of the Chinese People's Political Consultative Conference\* (中國人民政治協商會議第十一屆、十二屆中山市委員), a member of the Committee of the Chinese Association of Hong Kong & Macao Studies\* (全國港澳研究會港區特邀代表), a member of the Expert Committee to the Second Ministry of Commerce Advisory Committee for Economic & Trade Policy\* (第二屆國家商務部經貿政策諮詢委員會專家), a Vice Chairman of the Hong Kong Guangdong Youth Association\* (香港廣東青年總會), Executive Vice Chairman of the Hong Kong Zhongshan Youth Association\* (香港中山青年協會), a member of The Hong Kong Professionals And Senior Executives Association (香港專業及資深行政人員協會), a member of The Y. Elites Association Limited (香港菁英會成員) and a member of the Chinese Academy of Governance (HK) Industrial and Commercial Professionals Alumni Association Limited\* (中國國家行政學院(香港)工商專業同學會成員). Mr. Lam served as a part-time member of the Central Policy Unit of the Government of Hong Kong from 2011 to 2012, and is currently serving as an advisory committee of the Sustainable Agricultural Development Fund of the Government of Hong Kong, a committee member of the Appeal Panel (Housing) of the Government of Hong Kong, and a committee member of China Commerce & Trade Advisory Committee of the Hong Kong Trade and Development Council (香港貿易發展局內地商貿諮詢委員會).



Mr. Lam is the current member of the China Commerce & Economy Society\* (中國商業經濟學會) and the Vice Chairman of the Youth Division of China Commerce & Economy Society\* (中國商業經濟學會青年分會), Vice Chairman of the Guangdong Society of Commercial Economy\* (廣東省商業經濟學會), Vice Chairman of the Promotion of Cooperation between Guangdong, Hong Kong & Macao\* (廣東省粵港澳合作促進會), Deputy Dean of the Guangdong Asia Pacific E-Commerce Institute\* (廣東亞太電子商務研究院) and Executive Deputy Secretary-General of the Society of Guangdong Logistics and Supply Chain\* (廣東省物流與供應鏈學會).

Mr. Lam is currently an Adjunct Professor at each of School of Business of the Renmin University of China\* (中國人民大學商學院), the Business School of the Hong Kong University of Science and Technology (香港科技大學商學院), School of Management at Zhejiang University\* (浙江大學管理學院), the School of Economics and Management at the Chinese University of Hong Kong, Shenzhen (香港中文大學(深圳)經管學院), a part-time researcher at Guangdong University of Finance and Economics' Research Institute of Circulation Economy\* (廣東財經大學流通經濟研究所), a special researcher at each of Jinan University's Modern Distribution Research Centre\* (暨南大學現代流通研究中心) and Shenzhen University's Center for Basic Laws of Hong Kong and Macau Special Administrative Regions\* (深圳大學港澳基本法研究中心).

Mr. Lam also serves as an independent non-executive director, the chairman of the remuneration committee, and a member of the nomination committee and audit committee of Wai Hung Group Holdings Limited (Stock Code: 3321), a company listed on the Main Board of Stock Exchange.

According to the service agreement of Mr. Lam, he will hold office for an initial term of 1 year commencing on 15 March 2016. The Director's fee of Mr. Lam is HK\$150,000 per annum. 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. For the year ended 31 December 2019, Mr. Lam received a Director's fee of HK\$150,000.

Save as disclosed above, Mr. Lam (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 any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) 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.

***Wong Yiu Kit, Ernest***

Mr. Wong Yiu Kit, Ernest, aged 52, joined the Company as INED in September 2017. He is also the chairman of the Audit Committee, and a member of the Remuneration Committee and the Nomination Committee. Mr. Wong has over 25 years of experience in venture capital, corporate finance, business development and general management. He is the president and group chief financial officer of KVB Kunlun Holdings Limited (“**KVB**”). Mr. Wong is as an independent non-executive director of Renheng Enterprise Holdings Limited (Stock Code: 3628), HongDa Financial Holding Ltd (Stock Code: 1822) and Progressive Path Group Holdings Limited (Stock Code: 1581), 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 KVB Kunlun Financial Group Limited (Stock Code: 6877) and an independent non-executive director of China Regenerative Medicine International Limited (Stock Code: 8158) and Legend Strategy International Holdings Group Company Limited (Stock Code: 1355).

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 and the Institute of Chartered Accountants in England and Wales. He was admitted as a chartered financial analyst of the Institute of Chartered Financial Analysts. He is a current member of the Hong Kong Securities Institute. He is also acting the deputy chairman of the HKU Convocation, the court member of The University of Hong Kong, and a Vice Chairman of the Association of Chartered Certified Accountants Hong Kong.

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. For the year ended 31 December 2019, Mr. Wong received a director’s fee of HK\$150,000.

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 any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) 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 Messrs Cheung Wai Kuen, Li Runping, Wong Kin Man, Yang Zhibo, Lam Chi Wing and Wong Yiu Kit, Ernest.

\* *For identification purposes only*

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “**Annual General Meeting**”) will be held at Unit E, 28/F., YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 18 June 2020 at 3:00 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 2019.
2. To declare a final dividend of HK0.067 cents per share for the year ended 31 December 2019.
3. To re-elect the following directors of the Company (each as a separate resolution):

*Executive directors:*

- (A) Mr. Cheung Wai Kuen
- (B) Mr. Li Runping

*Non-executive directors:*

- (C) Mr. Wong Kin Man
- (D) Mr. Yang Zhibo

*Independent non-executive directors:*

- (E) Mr. Lam Chi Wing
  - (F) Mr. Wong Yiu Kit, Ernest
4. To authorise the board of directors of the Company to fix the directors’ remuneration.
  5. To re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and to authorise the Directors to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 repurchase issued Shares of HK\$0.01 each in the capital of the Company 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. 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

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## NOTICE OF ANNUAL GENERAL MEETING

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“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).”

8. 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.”

9. “**THAT**, subject to and conditional upon The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of share options which may be granted under the Refreshed Option Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the existing share option scheme of the Company up to a new 10 per cent limit (the “**Refreshed Option Scheme Mandate Limit**”) be approved provided that:

- (i) the total number of Shares which may be issued upon exercise of options to be granted under such scheme after the date of the passing of this resolution, together with all options to be granted under any other share option scheme(s) of the Company on or after the date of passing this resolution, must not exceed 10 per cent of the number of Shares in issue as at the date of passing this resolution; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) options granted prior to the date of passing this resolution under such scheme or any other share option scheme(s) of the Company (including without limitation those outstanding, cancelled, lapsed, exercised or expired in accordance with such scheme or such other scheme(s) of the Company) shall not be counted for the purpose of calculating the Refreshed Option Scheme Mandate Limit and any Director be and is hereby authorised to do such act and execute such document to effect the Refreshed Option Scheme Mandate Limit.”

By Order of the Board  
**Aidigong Maternal & Child Health Limited**  
**Wong Wing Cheung**  
*Company Secretary*

Hong Kong, 15 May 2020

*Notes:*

1. 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 notorially certified copy thereof) must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, 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. 3 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 15 May 2020.
5. With respect to the resolution no. 5 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. 6 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. 7 and 8 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. With respect to resolution no. 9, approval is being sought from Shareholders to refresh the Option Scheme Mandate Limit.
9. This circular containing the information with respect to certain resolutions and this notice have been sent to the Shareholders together with the 2019 annual report of the Company.



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## NOTICE OF ANNUAL GENERAL MEETING

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10. 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 12 June 2020 (Friday)

Book closure: 15 June 2020 (Monday) to 18 June 2020 (Thursday)

Record date: 18 June 2020 (Thursday)

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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong before the above latest time to lodge transfer.

In addition, the transfer books and register of members of the Company will be closed from 24 June 2020 (Wednesday) to 26 June 2020 (Friday), both days inclusive, to determine the entitlement to the proposed final dividend, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 23 June 2020 (Tuesday).

11. As at the date hereof, the Board comprises Ms. Zhu Yufei, Mr. Cheung Wai Kuen, Mr. Lin Jiang and Mr. Li Runping as executive Directors; Mr. Wong Kin Man and Mr. Yang Zhibo as non-executive Directors and Mr. Mai Yang Guang, Mr. Wong Yiu Kit, Ernest and Mr. Lam Chi Wing as independent non-executive Directors.