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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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of Aidigong Maternal & Child Health Limited (the “**Company**”) will be held at Unit 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 (the “**Directors**”) (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 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.
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.”

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

“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

- (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 notarially 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 limit in respect of the granting of share options under the existing share option scheme of the Company.
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.
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.