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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting (the “**Special General Meeting**”) will be held at Unit E, 28/F., YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 28 December 2020 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifying the following resolution which will be proposed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the incentive agreement dated 27 October 2020 (the “**Incentive Agreement**”) entered into by and between the Company and Hongchang International Investment Limited (“**Zhu Associate**”) in relation to the amount payable to Zhu Associate by the Company in the form of incentive shares based on the aggregate net profit amount of a new postpartum care centre during the incentive base period pursuant to the terms and conditions of the Incentive Agreement, a copy of which is marked “A” and signed by the chairman of the Special General Meeting for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects;

- (b) subject to the fulfilment of the conditions of the Incentive Agreement and conditional upon passing of resolution (a) above, the board of directors of the Company be and is hereby authorised to allot and issue the incentive shares under a specific mandate in accordance with and subject to the terms and conditions of the Incentive Agreement; and
- (c) each of the directors of the Company be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Incentive Agreement and any of the transactions contemplated thereunder.”

By Order of the Board
Aidigong Maternal & Child Health Limited
Zhu Yufei and Cheung Wai Kuen
Joint Chairmen

Hong Kong, 8 December 2020

Notes:

1. Any Shareholder entitled to attend and vote at the Special 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 Special General Meeting or at any adjournment thereof.
3. All resolutions as set out in this notice will be taken by poll.
4. For the purpose of ascertaining shareholders’ right to attend and vote at the above meeting, the register of members of the Company will be closed and the relevant details are set out below:

Latest time to lodge transfer: 4:30 p.m. on 21 December 2020 (Monday)

Book closure: 22 December 2020 (Tuesday) to 28 December 2020 (Monday)

Record date: 28 December 2020 (Monday)

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.

5. 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. Lam Chi Wing, Mr. Wong Yiu Kit, Ernest and Mr. Mai Yang Guang as independent non-executive Directors.