

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

ISSUANCE OF SUBSCRIPTION SHARES UNDER THE FIRST SUBSCRIPTION AGREEMENT

Reference is made to the announcements of Aidigong Maternal & Child Health Limited (the “**Company**”) dated 25 January 2019, 27 February 2019, 29 April 2019, 28 June 2019, 23 July 2019, 13 September 2019 and 31 March 2020 and the circular of the Company dated 26 July 2019 (the “**Circular**”), in relation to, among other things, (i) the acquisition of 88.5184% equity interest in Shenzhen Aidigong Maternity Health Management Co., Ltd.; and (ii) the subscription of new shares under specific mandate. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

ISSUANCE OF SUBSCRIPTION SHARES UNDER THE FIRST SUBSCRIPTION AGREEMENT

Pursuant to the First Subscription Agreement, upon Subscriber A and Subscriber B having properly received their respective entitlements of the Earn-out Payment, after deducting the income tax and related expenses, each of Subscriber A and Subscriber B shall use cash considerations for the purpose of subscription of the First Subscription Shares. Completion of the First Subscriptions is conditional upon, among other things, the fulfillment or waiver of certain conditions precedent, including but not limited to Subscriber A and Subscriber B having received their respective entitlement of the Fourth Installment and the Fifth Installment (as the case may be).

Subscriber A and Subscriber B will subscribe up to 222,006,334 Shares and 42,093,632 Shares (collectively, the “**Relevant Subscription Shares**”), respectively. The Completion of the issue and allotment of the Relevant Subscription Shares is expected to take place prior to June 2021.

The First Subscription Shares originally to be issued to Subscriber A and Subscriber B will now be issued to 23 individuals including Zhu Yufei and Li Jun, who are employees of the Group, according to the terms of the First Subscription Agreement and as agreed by the Company.

The changes in the shareholding structure of the Company after the completion of the issuance are as follows:

Substantial Shareholder and other Shareholders	As at the date of this announcement		Assuming each of Subscriber A and designated subscribers of Subscriber B will receive and immediately after the issuance and allotment of the maximum number of Relevant Subscription Shares	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Champion Dynasty Limited (Note 2)	930,379,671	24.2861	930,379,671	22.7198
Suntek Global Growth Fund SPC – Suntek Global Growth Fund Number One SP Limited (Note 3)	398,304,379	10.3971	398,304,379	9.7266
Zhu Yufei (朱昱霏)(Note 4)	–	–	249,151,755	6.0843
Li Jun (李軍)(Note 5)	–	–	9,471,067	0.2313
Du Li Juan (杜麗娟)(Note 5)	–	–	492,327	0.0120
Zhu Rong (朱榮), who is a sibling of Subscriber A (Note 5)	–	–	430,786	0.0105
Liu Qiong Yu (劉瓊宇)(Note 5)	–	–	492,327	0.0120
Liu Jin Jun (劉勁軍)(Note 5)	–	–	246,164	0.0060
Li Jie (李杰)(Note 5)	–	–	492,327	0.0120
Chen Jie Shan (陳潔珊)(Note 5)	–	–	246,164	0.0060
Li Shu Fang (李淑芳)(Note 5)	–	–	184,623	0.0045
Xia Ying (夏迎)(Note 5)	–	–	246,164	0.0060
Yin Yan Fen (殷延芬)(Note 5)	–	–	184,623	0.0045
Hu Cui Fei (胡翠菲)(Note 5)	–	–	184,623	0.0045
Huang Jing Ling (黃經玲)(Note 5)	–	–	184,623	0.0045
Hong You Sheng (洪友盛)(Note 5)	–	–	184,623	0.0045
Lin Jian Yu (林建瑜)(Note 5)	–	–	246,164	0.0060

Substantial Shareholder and other Shareholders	As at the date of this announcement		Assuming each of Subscriber A and designated subscribers of Subscriber B will receive and immediately after the issuance and allotment of the maximum number of Relevant Subscription Shares	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Liu Yong Jing (劉永晶) (Note 5)			184,623	0.0045
Liu Ke Ke (劉珂珂) (Note 5)			184,623	0.0045
Xiao Li Yao (肖俐姪) (Note 5)			184,623	0.0045
Lin Yin Zi (林茵子) (Note 5)			184,623	0.0045
Yan Huan (嚴歡) (Note 5)			184,623	0.0045
Zong Ke Qing (宗可慶) (Note 5)			184,623	0.0045
Zhu Wen (朱雯), who is a sibling of Subscriber A (Note 5)			184,623	0.0045
Tang Yi Xiong (唐義雄) (Note 5)			369,245	0.0090
Other public Shareholders	2,502,230,958	65.3168	2,502,230,958	61.1043
Total:	3,830,915,008	100	4,095,014,974	100

Notes:

- The information above were compiled based on the relevant Disclosure of Interest Notice (“DI Notice”) in connection with the Company available on www.hkex.com.hk and 3,830,915,008 Shares in issue as at 12 March 2021.
- Mr. Cheung Wai Kuen, a joint chairman and executive Director, is the sole director of Champion Dynasty and owned its entire issued capital. 500,000,000 Shares held by Champion Dynasty Limited was charged in favour of Golden Full Holdings Limited, which held a security interest in those Shares, according to the relevant DI Notice dated 8 January 2020.
- Suntek Global Growth Fund SPC – Suntek Global Growth Fund Number One SP Limited held the Shares in the capacity as an investment fund.
- The 249,151,755 Shares, in aggregate, consists of the First Subscription Shares issued to Ms. Zhu Yufei (i) as Subscriber A; and (ii) such part of Shares issued to Subscriber B, as designated by Subscriber B and agreed by the Company in accordance with the First Subscription.

5. Zhu Yufei, Li Jun, Du Li Juan, Zhu Rong, Liu Qiong Yu, Liu Jin Jun, Li Jie, Chen Jie Shan, Li Shu Fang, Chen Qiu Lan, Xia Ying, Yin Yan Fen, Hu Cui Fei, Huang Jing Ling, Huang Yang Hua, Li Ying Ying, Hong You Sheng, Lin Jian Yu, Liu Yong Jing, Liu Ke Ke, Xiao Li Yao, Lin Yin Zi, Yan Huan, Zong Ke Qing, Zhu Wen and Tang Yi Xiong are employees of the Group.
6. The Relevant Subscription Shares will be issued in accordance with the the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

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

Hong Kong, 12 March 2021

As at the date of this announcement, 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. Lam Chi Wing and Mr. Wong Yiu Kit, Ernest as independent non-executive Directors.