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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)

**PROFIT GUARANTEE IN RELATION TO
THE MAJOR ACQUISITION OF 88.5184% EQUITY
INTEREST IN SHENZHEN AIDIGONG MATERNITY HEALTH
MANAGEMENT CO., LTD.**

Reference is made to the announcements of Aidigong Maternal & Child Health Limited (the “**Company**”) dated 28 May 2019, 15 August 2019 and 31 March 2020, and the circular of the Company dated 26 July 2019 (the “**Circular**”), in relation to, amongst other things, the acquisition of the Aidigong Interest by the Purchaser from the Vendors pursuant to the Equity Transfer Agreement. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

As disclosed in the Circular, the target aggregate Net Profits of the Target Company for the three years ending 31 December 2020 is RMB197,000,000. If the amount of the Fifth Installment is not a negative number, the Purchaser will be required to pay the Fifth Installment to the Management Vendors in the amount calculated pursuant to the below formula, and in any event, the amount of the Fifth Installment shall not exceed RMB109,358,000 or total consideration not exceed RMB888,000,000:

$$\left(\frac{\text{Aggregate Net Profits for all three financial years ending 31 December 2020}}{\text{RMB197,000,000}} \times \frac{\text{RMB888,000,000}}{88.5184\%} \times 51.3960\% \right) - \text{Aggregate of the portions of the First Installment, Second Installment, Third Installment and Fourth Installment already paid to the Management Vendors}$$

Note: For details of the target Net Profit for the three years ended 31 December 2020, their basis and formula, please refer to the Circular.

The Board is pleased to announce that the Net Profit for the financial year ending 31 December 2020 amounted to approximately RMB80,598,000 and the aggregate Net Profit for the three years ending 31 December 2020 amounted to approximately RMB209,856,000 based on PRC GAAP, as such the Purchaser will be required to pay the Fifth Installment in the maximum amount of RMB109,358,000 to the Management Vendors in proportion to their respective shareholdings in the Target Company within ten (10) Business Days after the issue of the audited account of the Target Company for the financial year ending 31 December 2020.

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

Hong Kong, 19 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.