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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)

## **ISSUE OF NEW SHARES UNDER GENERAL MANDATE PURSUANT TO SHARE AWARD SCHEME**

Reference is made to the circular (the “**Circular**”) of Aidigong Maternal & Child Health Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 15 August 2018, in relation to the Company’s adoption of the Share Award Scheme (the “**Share Award Scheme**”) on 30 August 2018. The Share Award Scheme does not constitute a share option scheme within the meaning of Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. Unless context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Circular.

### **ISSUE OF NEW SHARES UNDER GENERAL MANDATE PURSUANT TO THE SHARE AWARD SCHEME**

The Board (the “**Board**”) of the Company hereby announces that on 12 November 2021, the Company granted 63,500,000 award shares (the “**Award Shares**”) to 69 Selected Persons (the “**Grantees**”) thereunder in the form of issue of shares under general mandate pursuant to the Share Award Scheme. The number of Award Shares granted are determined based on the Grantees’ contributions to the Company or the Group. Each of the Grantees is a senior management, core employee and consultant (excluding Directors) of the Group.

In relation to the Award Shares granted to the Grantees, the new Shares shall be allotted and issued to the Trustee under the general mandate granted by the shareholders of the Company at the annual general meeting of the Company held on 8 June 2021 (the “**2021 General Mandate**”) and such Award Shares shall be issued and allotted to the independent Trustee at nominal value of HK\$0.01 per share. The details of the grant of the Award Shares are set out as follows:

|                                    |   |  |
|------------------------------------|---|--|
| Date of Grant                      | : | 12 November 2021   |
| Amount payable by Selected Persons | : | HK\$0.8 per Award Share, representing (i) a discount of approximately 9.09% to the closing price of HK\$0.88 per Share as quoted on the Stock Exchange on the Date of Grant; and (ii) a discount of approximately 8.47% to the average closing price of approximately HK\$0.874 per Share as quoted on the Stock Exchange for the last five trading days immediately prior to the Date of Grant. |
| Number of Award Shares granted     | : | 63,500,000 Award Shares  |
| Validity period of Award Shares    | : | 48 months from 12 November 2021  |
| Stock source                       | : | The Company will conduct private issue of shares to Grantees   |

The aggregate nominal value of the 63,500,000 new Shares is HK\$635,000. Pursuant to the 2021 General Mandate, the Company can issue and allot a maximum number of 766,183,001 Shares (being 20% of the total number of the issued shares of the Company as at 8 June 2021, being the date of the relevant annual general meeting of the Company). Therefore, the issue of new Shares is not subject to approval by the shareholders. After the completion of the issuance and allotment of new Shares, the remaining number of Shares to be issued under the general mandate will stand at 702,683,001 Shares.

As at the date of this announcement, the Trustee is a third-party independent of the Company and is not a connected person of the Company. Upon the allotment of the 63,500,000 new Shares, the Trustee will hold such Shares on trust for the Grantees and will transfer the respective proportions to each of them upon vesting of their respective Award Shares. The new Shares to be issued and allotted by the Company to satisfy the 63,500,000 Award Shares represent (i) approximately 1.48% of the issued share capital (being 4,285,014,974 Shares) as at the date of this announcement; and (ii) approximately 1.46% of the total issued Shares as enlarged by such allotment and issuance. The new Shares will rank pari passu among themselves and with the other Shares in issue. The issuance and allotment of the Award Shares shall be subject to the granting of the listing approval by the Stock Exchange in respect of such Award Shares.

The Company has set a number of exercising conditions for the aforesaid Grantees who can only exercise their Awarded Shares upon fulfilling the conditions (unless an exemption from the Company is obtained). Pursuant to one of the exercising conditions, the Grantees may exercise 30% of the Awarded Shares after 12 months, 30% of the Awarded Shares after 24 months and 40% of the Awarded Shares after 36 months from the date of issuance of the Share Award.

## **LISTING RULES IMPLICATIONS**

None of the Grantees is a connected person of the Company and none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or an associate (as defined in the Listing Rules) of any of them.

Application will be made by the Company to the Listing Committee of the Stock Exchange for granting the approval for the listing of, and permission to deal in the 63,500,000 new Shares to be allotted and issued.

By order of the Board  
**Aidigong Maternal & Child Health Limited**  
**Zhu Yufei**  
*Chairman*

Hong Kong, 12 November 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 Ms. Yu Lin, Mr. Lam Chi Wing and Mr. Wong Yiu Kit, Ernest as independent non-executive Directors.*