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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)

**UPDATES ON CONNECTED TRANSACTION:
ISSUANCE OF NEW SHARES UNDER SPECIFIC
MANDATE PURSUANT TO INCENTIVE AGREEMENT IN
LIGHT OF THE ACHIEVEMENT OF PROFIT TARGET OF
QIAOCHENGFANG LUXURY COURTYARD**

Reference is made to the circular of Aidigong Maternal & Child Health Limited (the “**Company**”) dated 8 December 2020 (the “**Circular**”), the announcement of the Company dated 27 October 2020 and the SGM poll result announcement of the Company dated 28 December 2020 (the “**Announcements**”), in relation to, the issuance of new shares to a connected person under the Specific Mandate pursuant to the Incentive Agreement. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Circular.

BACKGROUND

On 27 October 2020, the Company and Zhu Associate entered into the Incentive Agreement pursuant to which Zhu Associate will be entitled to Incentive Shares depending and based on the NPA of the New Postpartum Care Centres during the Incentive Base Period (i.e. any six consecutive calendar months within the 18-month period commencing from the date of commencement of operation of such postpartum care centre).

ISSUANCE OF NEW SHARES UNDER SPECIFIC MANDATE

The Board announces that, based on the NPA generated by Shenzhen Qiaochengfang Luxury Courtyard, a New Postpartum Care Centre opened in April 2021, the Company will award to Zhu Associate 30,000,000 Incentive Shares in accordance with the Incentive Agreement. The NPA has been certified by a Hong Kong certified public accountant, mutually agreed by the Company and Zhu Associate.

As disclosed in the Announcements and the Circular, Zhu Associate has undertaken on a voluntary basis to be subject to lock-up undertakings made in favor of the Company, that it will not directly or indirectly transfer, sell or otherwise dispose of the Incentive Shares within three years from the date of issuance of the relevant Incentive Shares.

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

Hong Kong, 23 May 2022

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 as a non-executive Director; and Ms. Yu Lin, Mr. Lam Chi Wing and Mr. Wong Yiu Kit, Ernest as independent non-executive Directors.