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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)**

## **PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY**

This announcement is made by Aidigong Maternal & Child Health Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”, and each a “**Director**”) of the Company proposes that certain amendments (the “**Proposed Amendments**”) be made to the existing bye-laws of the Company (the “**Existing Bye-laws**”) to, among other things, conform to the Core Shareholder Protection Standards set out in Appendix 3 to the Listing Rules which came into effect on 1 January 2022, and make certain other house-keeping amendments that are in line with the Proposed Amendments. Accordingly, the Board proposes to adopt a new set of bye-laws of the Company (the “**New Bye-laws**”) in substitution for, and to the exclusion of, the Existing Bye-laws.

The major areas of the Proposed Amendments that will be incorporated in the New Bye-laws are summarized below:

- to provide that an annual general meeting of the Company shall be held in each financial year and such annual general meeting must be held within six (6) months after the end of the Company’s financial year (unless a longer period would not infringe the Listing Rules, if any);

- to clarify that an annual general meeting must be called by written notice of not less than 21 clear days and all other general meetings must be called by written notice of not less than 14 clear days (unless otherwise permitted by the applicable laws);
- to specify that a resolution put to the vote at general meetings of the Company shall be decided by way of a poll save that the chairman may, in good faith, allow a resolution which related purely to a procedural or administrative matter to be voted on by a show of hands;
- to specify that all questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by the New Bye-laws or the Companies Act 1981 of Bermuda;
- to provide that members must have the right to speak at a general meeting and vote at a general meeting except where a member is required by the Listing Rules to abstain from voting to approve the matter under consideration;
- to specify the right of clearing house to appoint proxies or corporate representatives to attend any meeting of the Company;
- to provide that any person appointed by the Directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the first following annual general meeting of the Company after his appointment and shall then be eligible for re-election;
- to provide that the appointment and removal of auditors must be approved by way of ordinary resolution and extraordinary resolution (i.e. a majority of not less than two-thirds of votes cast by such members) respectively;
- to provide that the remuneration of the auditors shall be fixed by the Company by ordinary resolution in general meeting or in such manner as the members may determine; and
- to make other housekeep amendments in line with the Proposed Amendments, to better align with the wordings in the applicable laws of the Bermuda and the Listing Rules and to reflect certain updates in relation to the applicable laws of Bermuda and the Listing Rules.

The Proposed Amendments and the adoption of the New Bye-laws are subject to the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company to be held (the “**AGM**”) and, if approved, will become effective upon such approval. A circular containing, among other things, details of the Proposed Amendments and a notice convening the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 30 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.*