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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)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “**Annual General Meeting**”) will be held at Unit E, 28/F., YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, 28 June 2022 at 4:00 p.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

1. To receive and consider the audited consolidated financial statements, Directors’ report and the report of auditors of the Company for the year ended 31 December 2021.
2. To re-elect the following directors of the Company (each as a separate resolution):

*Executive director:*

(A) Mr. Cheung Wai Kuen

*Independent non-executive directors:*

(B) Mr. Wong Yiu Kit, Ernest

(C) Mr. Lam Chi Wing

(D) Ms. Yu Lin

3. To authorise the board of directors of the Company to fix the directors' remuneration.
4. To re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and to authorise the Directors to fix its remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase issued Shares of HK\$0.01 each in the capital of the Company subject to and in accordance with all applicable laws and requirements of the Listing Rules as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase Shares at a price determined by the Directors;
- (c) the aggregate number of the Shares which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws and/or the Bye-laws to be held; or

(iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the Company in general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to issue, allot and deal with additional Shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers either during or after the end of the Relevant Period;
- (c) the aggregate number of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below), or (ii) the share option scheme of the Company approved by the Stock Exchange, or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws, shall not exceed 20% of the total number of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as ascribed to it under resolution no. 5(d) as set out in the notice convening the Annual General Meeting of which this resolution forms part; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the Shareholders on the register of the Members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

conditional upon the passing of the resolutions nos. 5 and 6 as set out in the notice convening the Annual General Meeting, the general mandate granted to the Directors pursuant to the resolution no. 5 as set out in the notice convening the Annual General Meeting be and is hereby extended by the addition thereto of an amount representing the total number of share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 6 as set out in the notice convening the Annual General Meeting, provided that such amount shall not exceed 10% of the total number of the issued share capital of the Company as at the date of passing this resolution.”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) Subject to and conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval to the listing of, and permission to deal in, the main board of the Stock Exchange in the shares of the Company (the “**Share(s)**”) which may fall to be issued pursuant to the exercise of the options to be granted under a new share option scheme (the “**New Share Option Scheme**”), a copy of which has been produced to the Annual General Meeting and, for the purpose of identification, marked “A” and initialled by the chairman of the Annual General Meeting, be and is hereby approved and adopted to be the new share option scheme of the Company;
- (b) any one Director be hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to and administer the New Share Option Scheme including but not limited to (i) the offer or grant of options pursuant to the New Share Option Scheme notwithstanding that they or any of them may be interested in the same; (ii) the issue and allotment of share in the Company upon the exercise of any options under the New Share Option Scheme notwithstanding that they or any of them may be interested in the same; (iii) modification and/or amendment of the terms of the New Share Option Scheme as permitted by the provisions of the New Share Option Scheme or in accordance with the requirements of the Listing Rules; and (iv) making application from time to time to the Stock Exchange for the listing of, and permission to deal in, the new shares of the Company which may fall to be issued pursuant to the exercise of the options granted under the New Share Option Scheme; and

- (c) the existing share option scheme of the Company which was adopted by the Company by resolutions in writing by the shareholders passed on 11 October 2012 (the “**Existing Share Option Scheme**”) be terminated upon the New Share Option Scheme becoming unconditional such that no further options will be granted under the Existing Share Option Scheme but in all other respects the provisions of the Existing Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme and options granted prior to such termination shall continue to be valid and exercisable in accordance with the Existing Share Option Scheme, if any.”

### **SPECIAL RESOLUTION**

9. To consider and, if thought fit, passing with or without modification, the following resolution as special resolution of the Company:–

“**THAT:**

- (a) the proposed amendments (the “**Proposed Amendments**”) to Bye-laws of the Company currently in force (the “**Bye-laws**”), the details of which are set forth in Appendix IV to the circular of the Company dated 6 June 2022 (the “**Circular**”), be and are hereby approved;
- (b) the new bye-laws of the Company (incorporating the Proposed Amendments) (the “**New Bye-laws**”) produced to this meeting, be and are hereby approved and adopted as the bye-laws of the Company in substitution for, and to the exclusion of, the Bye-laws with immediate effect; and
- (c) any one director of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Bye-laws.”

By Order of the Board  
**Aidigong Maternal & Child Health Limited**  
**Wong Wing Cheung**  
*Company Secretary*

Hong Kong, 6 June 2022

*Notes:*

1. Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more separate proxies to attend and to vote instead of him. A proxy need not be a Shareholder.
2. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or at any adjournment thereof.
3. All resolutions as set out in this notice will be taken by poll.
4. In relation to resolution no. 2 of this notice, the details of all Directors to be re-elected at the Annual General Meeting are set out in Appendix II of this circular to the Shareholders dated 6 June 2022.
5. With respect to the resolution no. 4 of this notice, approval is being sought from Shareholders for re-appointment of HLB Hodgson Impey Cheng Limited as auditor of the Company.
6. With respect to the resolution no. 5 of this notice, approval is being sought from Shareholders for a general mandate to be given to the Directors to repurchase Shares in accordance with all applicable laws and the Listing Rules.
7. With respect to the resolutions nos. 6 and 7 of this notice, approval is being sought from Shareholders for general mandates to be given to the Directors to issue, allot and deal with Shares in accordance with all applicable laws and the Listing Rules.
8. This circular containing the information with respect to certain resolutions and this notice have been sent to the Shareholders together with the 2021 annual report of the Company.
9. For the purpose of ascertaining shareholders' right to attend and vote at the above meeting, the register of members of the Company will be closed and the relevant details are set out below:

Latest time to lodge transfer: 4:30 p.m. on 22 June 2022 (Wednesday)

Book closure: 23 June 2022 (Thursday) to 28 June 2022 (Tuesday)

Record date: 28 June 2022 (Tuesday)

During the above closure period, no transfer of shares will be registered. In order to qualify for the right to attend and vote at the above meeting, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's branch share registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong before the above latest time to lodge transfer.

10. As at the date hereof, 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 non-executive Director and Mr. Wong Yiu Kit, Ernest, Mr. Lam Chi Wing and Ms. Yu Lin, as independent non-executive Directors.