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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN a special general meeting (“**SGM**”) of Aidigong Maternal & Child Health Limited (“**Company**”) will be held at Unit E, 28/F., YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 30 December 2022 at 4:00 p.m. to consider and, if thought fit, pass the following resolutions nos. 1, 3 and 4 as ordinary resolutions and the following resolution no. 2 as a special resolution of the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 9 December 2022 (“**Circular**”).

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the authorised share capital of the Company be increased from HK\$800,000,000,000 divided into 80,000,000,000 ordinary shares of HK\$0.01 each to HK\$80,800,000,000 divided into 80,000,000,000 ordinary shares of HK\$0.01 each, 400,000,000 Class A Convertible Preference Shares of HK\$0.01 each and 400,000,000 Class B Convertible Preference Shares of HK\$0.01 each by the creation of 400,000,000 new Class A Convertible Preference Shares of HK\$0.01 each and 400,000,000 new Class B Convertible Preference Shares of HK\$0.01 each; and

- (b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents or agreements or deeds which he may consider necessary, desirable or appropriate in connection with and giving effect to the increase in authorised share capital of the Company under paragraph (a) of this ordinary resolution no. 1.”

SPECIAL RESOLUTION

- 2. “**THAT**, conditional upon the passing of the ordinary resolution no. 1 set out in this notice:
 - (a) the Bye-laws be amended to reflect the amendments described in the Appendix of the Circular, and such amended Bye-laws (a copy of which marked “A” and signed by the chairman of the SGM for the purpose of identification is produced to the SGM) be adopted as the new Bye-laws in substitution for, and to the exclusion of, the existing Bye-laws; and
 - (b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents or agreements or deeds as he may consider necessary, desirable or appropriate in connection with paragraph (a) of this special resolution no. 2.”

ORDINARY RESOLUTIONS

- 3. “**THAT**, conditional on the passing of the special resolution no. 2 and ordinary resolution no. 1 set out in this notice:
 - (a) the Subscription under the Subscription Agreement and all transactions contemplated therein and any other agreements or documents in connection therewith be and are hereby approved, confirmed, authorised and ratified; and
 - (b) any one Director be and is hereby authorised for and on behalf of the Company do all such acts and things and execute and deliver, and (where required) to affix the common seal of the Company to, all such documents or agreements or deeds which he may consider necessary, desirable or appropriate in connection with paragraph (a) of this ordinary resolution no. 3.”

4. “**THAT**, conditional on the passing of the special resolution no. 2 and ordinary resolutions nos. 1 and 3 set out in this notice:
- (a) the grant of a specific mandate to the Directors with the power and authority to allot and issue the Convertible Preference Shares in accordance with the terms and conditions of the Subscription Agreement and to allot and issue such relevant Conversion Shares upon the conversion of the Convertible Preference Shares in accordance with the terms and conditions of the Subscription Agreement be and are hereby approved; and
 - (b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents or agreements or deeds which he may consider necessary, desirable or appropriate in connection with paragraph (a) of this ordinary resolution no. 4.”

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

Hong Kong, 9 December 2022

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Office in Hong Kong:

Unit E, 28th Floor, YHC Tower,
1 Sheung Yuet Road,
Kowloon Bay, Kowloon
Hong Kong

Notes:

1. All resolutions (except for procedural and administrative matters) at the SGM will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.aidigong.hk) in accordance with the Listing Rules.

2. Any Shareholder entitled to attend and vote at the SGM is entitled to appoint another person as his/her/its proxy to attend and vote on his/her/its behalf. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the above meeting. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. In case of joint registered holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of Shareholders of the in respect of the Shares.
4. In order to be valid, you are requested to complete and return the accompanying proxy form to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
5. 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 December 2022 (Thursday)

Book closure: 23 December 2022 (Friday) to 30 December 2022 (Friday)

Record date: 30 December 2022 (Friday)

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 and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before the above latest time to lodge transfer.

As at the date of this notice, the Board comprises Ms. Zhu Yufei, Mr. Cheung Wai Kuen, Mr. Lin Jiang, Mr. Li Runping and Ms. Meng Lijia as executive Directors; Mr. Guo Qifei as non-executive Director; and Ms. Yu Lin, Mr. Wong Yiu Kit, Ernest and Mr. Huang Wenhua as independent non-executive Directors.