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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 SHARE CONSOLIDATION

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The Board proposes to implement the Share Consolidation pursuant to which every forty (40) Existing Shares of par value of HK\$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value of HK\$0.4 each in the share capital of the Company.

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, among other things, approve the Share Consolidation.

In compliance with the Listing Rules, the relevant resolutions will be voted on by way of poll at the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders or their associates would have a material interest in the Share Consolidation. No Shareholder would be required to abstain from voting on the relevant resolutions at the SGM.

A circular containing, among other things, details of the Share Consolidation, together with a notice convening the SGM, is expected to be despatched to the Shareholders on or before Wednesday, 3 July 2024.

Shareholders should note that the Share Consolidation is conditional upon the fulfilment of conditions. Therefore, the Share Consolidation may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company and if they are in any doubt about their position, they should consult their professional advisers.

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Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the SGM;
- (ii) the Listing Committee granting the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the applicable laws of Bermuda and the Listing Rules to effect the Share Consolidation.

As at the date of this announcement, none of the conditions above had been fulfilled. Subject to the fulfilment of the conditions above, the Share Consolidation will become effective on Monday, 22 July 2024.

Effects of the Share Consolidation

As at the date of this announcement, the authorised share capital of the Company was HK\$80,800,000,000 divided into 80,000,000,000 Existing Shares, 400,000,000 Existing Class A Convertible Preference Shares and 400,000,000 Existing Class B Convertible Preference Shares of par value of HK\$0.01 each, of which 5,913,353,298 Existing Shares, 187,265,918 Existing Class A Convertible Preference Shares and 187,265,918 Existing Class B Convertible Preference Shares have been issued and are fully paid or credited as fully paid.

Immediately upon the Share Consolidation becoming effective, and assuming that no further Existing Shares will be issued or repurchased from the date of this announcement up to the effective date of the Share Consolidation, the authorised share capital of the Company shall remain at HK\$80,800,000,000 but will be divided into 2,000,000,000 Consolidated Shares, 10,000,000 Consolidated Class A Convertible Preference Shares and 10,000,000 Consolidated Class B Convertible Preference Shares of par value of HK\$0.4 each, of which 147,833,832 Consolidated Shares, 4,681,647 Consolidated Class A Convertible Preference Shares and 4,681,647 Consolidated Class B Convertible Preference Shares will be in issue. The Consolidated Shares shall rank *pari passu* in all respects with each other in accordance with the Bye-laws.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that fractional Consolidated Shares (if any) will not be allocated to Shareholders who may otherwise be entitled. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company.

Reference is made to the announcement of the Company dated 7 June 2024 in relation to the placing agreement entered into between the Company and the Placing Agent, pursuant to which, the Placing Agent has conditionally agreed to procure, on a best effort basis, not less than six Placers to subscribe for up to 869,000,000 Placing Shares at the Placing Price of HK\$0.042 per Placing Share. The Company will make further announcement(s) in respect of the effect on the Placing as a result of the Share Consolidation in accordance with the Listing Rules as and when appropriate.

Furthermore, as at the date of this announcement, there are (i) 374,531,836 outstanding Existing Convertible Preference Shares issued by the Company, which are exercisable into 487,679,102 Existing Shares; and (ii) 63,500,000 outstanding award shares granted by the Company to 69 selected persons under the Share Award Scheme, which are exercisable into 63,500,000 Existing Shares. The Share Consolidation may lead to adjustments to the conversion prices and/or the resulting number of Consolidated Shares to be issued upon exercise of the conversion right attached to the Existing Convertible Preference Shares. The Company will notify the holders of the Existing Convertible Preference Shares and the Shareholders by way of announcement as and when appropriate regarding adjustments to be made (if any) pursuant to the terms and conditions of the Existing Convertible Preference Shares.

Save as disclosed above, as at the date of this announcement, the Company does not have any other derivatives, options, warrants, other securities or conversion rights or other similar right which are convertible or exchangeable into, any Existing Shares or Consolidated Shares.

NO CHANGE IN BOARD LOT SIZE

The Existing Shares are currently traded on the Stock Exchange in board lot size of 2,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain unchanged at 2,000 Consolidated Shares per board lot. Based on the closing price of HK\$0.049 per Existing Share (equivalent to the theoretical closing price of HK\$1.96 per Consolidated Share upon the Share Consolidation becoming effective) as quoted on the Stock Exchange as at the date of this announcement, (i) the value of each board lot of 2,000 Existing Shares is HK\$98; and (ii) the value of each board lot of 2,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$3,920.

REASONS FOR THE SHARE CONSOLIDATION

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” (the “**Guide**”) issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated in June 2024 has stated that (i) market price of the securities of an issuer at a level less than HK\$0.10 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

Taking into account of the closing price of HK\$0.049 per Existing Share as at the date of this announcement and the value per board lot was less than HK\$2,000, the Share Consolidation would enable the Company to comply with the trading requirements under the Listing Rules. In addition, the Board considers that the Share Consolidation would reduce the number of Existing Shares currently in issue and increase the nominal value of the Shares, and bring about a corresponding upward adjustment in the trading price per Consolidated Share on the Stock Exchange, thus maintaining the trading amount for each board lot at a reasonable level in order to attract more investors and to broaden the shareholder base of the Company. It is also hoped that the Share Consolidation will make investing in the Shares more attractive to a broader range of investors, in particular to institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor. The Directors also believe that the Share Consolidation will provide greater opportunity for, and more flexibility in, the Company’s possible equity fund raising in the future. Furthermore, the Share Consolidation would reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks or securities houses will charge a minimum transaction costs for each securities trade.

The Board considers that the Share Consolidation is essential to achieve the abovementioned purpose. Taking into account of the potential benefits and the insignificant amount of costs to be incurred, the Board is of the view that the Share Consolidation is in the best interest of the Company and the Shareholders as a whole.

OTHER ARRANGEMENTS

Exchange of share certificates for the Consolidated Shares

Subject to the Share Consolidation becoming effective, Shareholders may, on or after Monday, 22 July 2024 until Tuesday, 27 August 2024 (both days inclusive), between 9:00 a.m. and 4:30 p.m. on any Business Day, submit share certificates for the Existing Shares (in Pink colour) to the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong at the expense of the Company, for new share certificates of the Consolidated Shares (in Blue colour) (on the basis of forty (40) Existing Shares for one (1) Consolidated Share). Thereafter, certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher.

After 4:10 p.m. on Friday, 23 August 2024, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

Application for listing of the Consolidated Shares

Application will be made by the Company to the Listing Committee for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Fractional entitlement to the Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Shareholders concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling Existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

Odd lots arrangement and matching services

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, a designated broker will be appointed by the Company to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lots arrangement, is recommended to consult his/her/its own professional advisers. Details of the matching service will be provided in the circular to be despatched to the Shareholders.

Shareholders or potential investors of the Company should note that (i) odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.

OTHER CORPORATE ACTIONS AND FUND-RAISING ACTIVITIES IN THE NEXT TWELVE MONTHS

As at the date of this announcement, save as the Placing as disclosed in the announcement of the Company dated 7 June 2024, the Company has no plan or intention to carry out any further corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation. Nevertheless, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund-raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the results of the SGM and satisfaction of the conditions to the Share Consolidation and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

Save where otherwise specified, all times and dates in this announcement refer to Hong Kong local times and dates.

Expected timetable **2024**
(Hong Kong time)

Expected date of despatch of the circular
and the notice of the SGM Wednesday, 3 July

Latest date and time for lodging transfer
documents in order to qualify for attending
and voting at the SGM 4:30 p.m. on Friday, 12 July

Expected timetable

**2024
(Hong Kong time)**

Closure of the register of members for
determining the entitlement to attend and
vote at the SGM (both days inclusive) From Monday, 15 July to
Thursday, 18 July

Latest date and time for lodging the proxy
forms for the SGM 2:00 p.m. on Tuesday, 16 July

Expected date and time of the SGM 2:00 p.m. on Thursday, 18 July

Publication of announcement of poll results
of the SGM Thursday, 18 July

**The following events are conditional on the fulfilment of the conditions for the
implementation of the Share Consolidation**

Effective date of the Share Consolidation Monday, 22 July

First day for free exchange of existing share
certificates for new share certificates of
the Consolidated Shares Monday, 22 July

Dealings in the Consolidated Shares
commence 9:00 a.m. on Monday, 22 July

Original counter for trading in Existing Shares in
board lots of 2,000 Shares (in the form of
existing share certificates) temporarily closes 9:00 a.m. on Monday, 22 July

Temporary counter for trading in
Consolidated Shares in board lots of 50
Consolidated Shares (in the form of existing share
certificates) opens 9:00 a.m. on Monday, 22 July

Expected timetable

**2024
(Hong Kong time)**

Original counter for trading in Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of new share certificates for Consolidated Shares) re-opens. 9:00 a.m. on Monday, 5 August

Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences 9:00 a.m. on Monday, 5 August

Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares 9:00 a.m. on Monday, 5 August

Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of the Consolidated Shares 4:00 p.m. on Friday, 23 August

Temporary counter for trading Consolidated Shares in board lots of 50 Consolidated Shares (in the form of existing share certificates) closes 4:10 p.m. on Friday, 23 August

Parallel trading in the Consolidated Shares (in the form of new share certificate(s) and existing share certificate(s)) ends 4:10 p.m. on Friday, 23 August

Last day and time for free exchange of existing share certificates for the new share certificates of the Consolidated Shares 4:00 p.m. on Tuesday, 27 August 2024

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, among other things, approve the Share Consolidation. In compliance with the Listing Rules, the relevant resolutions will be voted on by way of poll at the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders or their associates would have a material interest in the Share Consolidation. No Shareholder would be required to abstain from voting on the relevant resolutions at the SGM.

A circular containing, among other things, details of the Share Consolidation, together with a notice convening the SGM, is expected to be despatched to the Shareholders on or before Wednesday, 3 July 2024.

Shareholders should note that the Share Consolidation is conditional upon the fulfilment of conditions. Therefore, the Share Consolidation may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company and if they are in any doubt about their position, they should consult their professional advisers.

DEFINITIONS

In this announcement, the following expressions shall have the following respective meanings:

“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours

“Bye-laws”	the bye-laws of the Company, as amended from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Company”	Aidigong Maternal & Child Health Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Consolidated Class A Convertible Preference Share(s)”	the class A non-voting and redeemable convertible preference shares of par value of HK\$0.4 each in the share capital of the Company after the Share Consolidation becoming effective
“Consolidated Class B Convertible Preference Share(s)”	the class B non-voting and redeemable convertible preference shares of par value of HK\$0.4 each in the share capital of the Company after the Share Consolidation becoming effective
“Consolidated Share”	the ordinary share(s) of par value of HK\$0.4 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company

“Existing Class A Convertible Preference Share(s)”	the class A non-voting and redeemable convertible preference shares of par value of HK\$0.01 each in the share capital of the Company before the Share Consolidation becoming effective
“Existing Class B Convertible Preference Share(s)”	the class B non-voting and redeemable convertible preference shares of par value of HK\$0.01 each in the share capital of the Company before the Share Consolidation becoming effective
“Existing Convertible Preference Share(s)”	the Existing Class A Convertible Preference Share(s) and Existing Class B Convertible Preference Share(s)
“Existing Shares”	the ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company before the Share Consolidation becoming effective
“Listing Committee”	has the meaning ascribed to it in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Placing”	the placing of the Placing Shares by the Placing Agent at the placing price of HK\$0.042 per Placing Share pursuant to the terms and subject to the conditions set out in the placing agreement dated 16 February 2024 entered into between the Company and the Placing Agent in relation to the Placing, as disclosed in the announcement of the Company dated 7 June 2024
“Placing Agent”	Beta International Securities Limited
“Placing Shares”	up to a total of 869,000,000 new Existing Shares to be placed pursuant to the placing agreement dated 7 June 2024 entered into between the Company and the Placing Agent in relation to the Placing
“PRC”	the People’s Republic of China
“SGM”	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving, among other things, the Share Consolidation
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Share Award Scheme”	the share award scheme approved by the Shareholders at the special general meeting of the Company on 30 August 2018, further details of which are set out in the circular of the Company dated 15 August 2018 and the announcements of the Company dated 5 July 2018, 8 August 2018 and 12 November 2021

“Share Consolidation”	the proposed consolidation of every forty (40) issued and unissued Existing Shares of par value of HK\$0.01 each in the share capital of the Company into one (1) Consolidated Share of par value of HK\$0.4 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By order of the Board
Aidigong Maternal & Child Health Limited
Wang Aier
Chairman

Hong Kong, 19 June 2024

As at the date of this announcement, the Board comprises Ms. Wang Aier, Mr. Lin Jiang, Mr. Li Runping, and Ms. Meng Lijia as executive Directors; Mr. Lee Kar Lung as non-executive Director and Mr. Lam Chi Wing and Mr. Wong Yiu Kit, Ernest as independent non-executive Directors.