



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)

Form of Proxy for the Special General Meeting

I/We, (Note 1)

of _____

being the registered holder(s) of (Note 2) _____ shares of HK\$0.01 each in the capital of

AIDIGONG MATERNAL & CHILD HEALTH LIMITED (the "Company"), HEREBY APPOINT (Note 3) the Chairman of the meeting, or _____

of _____

as my/our proxy to attend the Special General Meeting of the Company (the "SGM") or at any adjournment thereof to be held at Room 3607, 36/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Thursday, 25 July 2024 at 2:00 p.m. and to vote for me/us and on my/our behalf in respect of the resolutions as hereunder indicated.

	Ordinary Resolutions	For (Note 4)	Against (Note 4)
1.	<p>THAT, subject to the satisfaction of all the conditions set out in the letter from the board under the heading "Conditions of the Share Consolidation" in the circular dated 10 July 2024 issued by the Company (the "Circular"), with effect from 29 July 2024:</p> <p>(a) (i) every forty (40) issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company ("Existing Share(s)"); (ii) every forty (40) issued and unissued class A non-voting and redeemable convertible preference shares of par value of HK\$0.01 each in the share capital of the Company ("Existing Class A Convertible Preference Share(s)"); and (iii) every forty (40) issued and unissued class B non-voting and redeemable convertible preference shares of par value of HK\$0.01 each in the share capital of the Company ("Existing Class B Convertible Preference Share(s)") be respectively consolidated into one (1) ordinary share of par value of HK\$0.4 each in the share capital of the Company (the "Consolidated Share(s)"), one (1) class A non-voting and redeemable convertible preference share of par value of HK\$0.4 each in the share capital of the Company (the "Consolidated Class A Convertible Preference Share(s)") and one (1) class B non-voting and redeemable convertible preference share of par value of HK\$0.4 each in the share capital of the Company (the "Consolidated Class B Convertible Preference Share(s)"), and such Consolidated Shares, Consolidated Class A Convertible Preference Shares and Consolidated Class B Convertible Preference Shares shall rank pari passu in all respects with other shares in the same class and have such rights and be subject to such restrictions as set out in the memorandum of association and bye-laws of the Company (the "Share Consolidation");</p> <p>(b) immediately following the Share Consolidation, the authorized share capital of the Company be changed from HK\$808,000,000 divided into 80,000,000 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, to HK\$808,000,000 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;</p> <p>(c) all fractional Consolidated Shares, Consolidated Class A Convertible Preference Shares and Consolidated Class B Convertible Preference Shares, if any, resulting from the Share Consolidation shall be disregarded and not be issued to the shareholders of the Company and any fractions of the Consolidated Shares, Consolidated Class A Convertible Preference Shares and Consolidated Class B Convertible Preference Shares be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the board of directors of the Company may think fit;</p> <p>(d) any one or more director(s) of the Company be and is/are hereby authorised generally to implement and take all steps and do all acts and things and execute and deliver all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to give effect to the Share Consolidation and the transactions contemplated thereunder.</p>		
2.	<p>THAT, conditional upon the proposed resolution numbered 1 set out in the notice convening the SGM being passed and subject to the satisfaction or waiver (as the case may be) of all the conditions set out in the letter from the board under the heading "Conditions of the Placing" in the Circular:</p> <p>(a) the placing agreement dated 20 June 2024 and entered into between the Company as issuer and Beta International Securities Limited as the placing agent in relation to the placing, on a best effort basis, of up to 44,350,000 new Consolidated Shares of the Company (the "Placing Shares") at the placing price of HK\$1.68 per Placing Share (a copy of the Placing Agreement having been produced to the SGM and initialled by the chairman of the SGM for the purpose of identification), and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Placing Shares) be and are hereby approved, confirmed and ratified;</p> <p>(b) the board of Directors of the Company be and is hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Placing Shares, subject to and in accordance with the terms and conditions of the Placing Agreement; and</p> <p>(c) any one or more director(s) of the Company be and is/are hereby authorised generally to implement and take all steps and do all acts and things and execute and deliver all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to give effect to the Placing Agreement, and the transactions contemplated thereunder and to agree with such variation(s), amendment(s) or waiver(s) as, in the opinion of the directors of the Company, is/are in the interests of the Company and its shareholders as a whole.</p>		

Date: _____ day of _____ 2024

Signature (Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out "the Chairman of the meeting" and insert in **BLOCK CAPITALS** the full name and address of the proxy desired in the space provided. You are entitled to appoint one or more separate proxies and the proxy need not be a shareholder of the Company.
- Please indicate with a "✓" in the spaces opposite to each of the resolutions showing how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy may vote for or against the resolutions or may abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than those referred to in the notice convening the SGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect hereof.
- To be valid, this form of proxy 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 registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the SGM (i.e. not later than 2:00 p.m. on Tuesday, 23 July 2024, Hong Kong time) or at any adjournment thereof.
- Whether or not you intend to be present at the SGM, you are welcome to complete the form of proxy. The completion of a form of proxy and returning it to the Company's branch registrar and transfer office in Hong Kong will not preclude you from attending and voting in person at the SGM or poll concerned and, in such event, the appointment of the proxy will be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this proxy form has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 of the laws of Hong Kong ("PDPO"), which includes the name(s) and address(es) of you and your proxy(ies). Your supply of all Personal Data, including but not limited to the name(s) and address(es) of you and your proxy(ies), is on a voluntary basis. Personal Data of you and your proxy(ies) provided in this proxy form will be used for the purpose of and in connection with processing your request for the appointment of a proxy (or proxies) to attend, act and vote on your behalf as directed above at the SGM (the "Purposes"). However, we may not be able to process your request unless you provide us with Personal Data of you and your proxy(ies). We may disclose to and/or transfer Personal Data of you and your proxy (or proxies) to the Company's branch share registrar Tricor Secretaries Limited, our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request for the Personal Data or are otherwise relevant for the Purposes and need to receive the Personal Data. The Personal Data of you and your proxy(ies) will be retained for such period as may be necessary to fulfill the Purposes and for our verification and record purposes. By providing the Personal Data of your proxy(ies) in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) you or your proxy(ies) in using his/her Personal Data provided in this proxy form and that you have informed your proxy(ies) of the Purposes of and the manner in which his/her Personal Data may be used. You and your proxy(ies) have the right to request access to and/or correction of the relevant Personal Data in accordance with the provisions of PDPO and any such request should be in writing by mail to the Company/the Data Privacy Officer of Tricor Secretaries Limited at the above address.