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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)**

**(1) SHARE CONSOLIDATION BECOMING EFFECTIVE  
ON 29 JULY 2024;  
AND  
(2) ADJUSTMENTS IN RELATION TO  
THE EXISTING CONVERTIBLE PREFERENCE SHARES  
AND THE SHARE AWARD SCHEME**

References are made to the circular of Aidigong Maternal & Child Health Limited (the “**Company**”) dated 10 July 2024 regarding the Share Consolidation (the “**Circular**”) and the announcement of the Company dated 25 July 2024 in respect of the poll results of the SGM held on 25 July 2024. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

**SHARE CONSOLIDATION**

The Board is pleased to announce that all the conditions of the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Monday, 29 July 2024. Upon the Share Consolidation becoming effective, every forty (40) Existing Shares, every forty (40) Existing Class A Convertible Preference Shares and every forty (40) Existing Class B Convertible Preference Shares of par value of HK\$0.01 each in the share capital of the Company will be consolidated into, respectively, one (1) Consolidated Share, one (1) Consolidated Class A Convertible Preference Share and one (1) Consolidated Class B Convertible Preference Share of par value of HK\$0.4 each in the share capital of the Company.

Dealings in the Consolidated Shares will commence at 9:00 a.m. on Monday, 29 July 2024. Please refer to the Circular for the details, including the trading arrangement and the exchange of share certificates and matching services for odd lots of the Consolidated Shares arising in connection with the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from pink to blue.

## **ADJUSTMENTS IN RELATION TO THE EXISTING CONVERTIBLE PREFERENCE SHARES**

As of the date of this announcement, there are (i) 187,265,918 Existing Class A Convertible Preference Shares in issue; and (ii) 187,265,918 Existing Class B Convertible Preference Shares in issue. As a result of the Share Consolidation, immediately upon the Share Consolidation becoming effective on Monday, 29 July 2024 and pursuant to the terms and conditions of the Existing Convertible Preference Shares, the Share Consolidation will lead to adjustment to the conversion prices for the Existing Convertible Preference Shares in issue in the following manner:

- (i) in relation to the Existing Class A Convertible Preference Shares in issue, the conversion price will be adjusted from HK\$0.386 per Existing Class A Convertible Preference Share to HK\$15.44 per Consolidated Class A Convertible Preference Share (the “**Adjusted Class A Conversion Price**”); and
- (ii) in relation to the Existing Class B Convertible Preference Shares in issue, the conversion price will be adjusted from HK\$0.536 per Existing Class B Convertible Preference Share to HK\$21.44 per Consolidated Class B Convertible Preference Share (the “**Adjusted Class B Conversion Price**”).

Based on the Adjusted Class A Conversion Price and the Adjusted Class B Conversion Price, immediately upon the Share Consolidation becoming effective on Monday, 29 July 2024, the number of Shares which shall be allotted and issued shall be adjusted from 487,679,102 Existing Shares (upon full exercise of the conversion right attached to the Existing Convertible Preference Shares in issue) to 12,191,977 Consolidated Shares (upon full exercise of the conversion right attached to the Consolidated Class A Preference Shares in issue and Consolidated Class B Preference Shares in issue).

## ADJUSTMENTS IN RELATION TO THE SHARE AWARD SCHEME

As a result of the Share Consolidation, immediately upon the Share Consolidation becoming effective on Monday, 29 July 2024 and pursuant to (i) the relevant terms and conditions of the Share Award Scheme; (ii) Rule 17.03(13) of the Listing Rules and (iii) the Supplementary Guidance on Adjustments to the Exercise Price and Number of Share Options under the Listing Rule Requirements dated 5 September 2005 (the “**Supplementary Guidance**”), the Share Consolidation will lead to adjustment to the exercise prices of the outstanding award granted by the Company and the number of Consolidated Shares falling to be issued upon the exercise of the outstanding award in the following manner:

	Immediately prior to the adjustments		Immediately after the adjustments	
	Exercise price per Existing Share <i>HK\$</i>	Number of Existing Shares to be issued upon exercise of the outstanding awards	Exercise price per Consolidated Share <i>HK\$</i>	Number of Consolidated Shares to be issued upon exercise of the outstanding awards
12 November 2021	0.8	63,500,000	32.0	1,587,500
<b>Total</b>		<b>63,500,000</b>		<b>1,587,500</b>

The aforesaid adjustments are expected to take effect on Monday, 29 July 2024, being the expected effective date of the Share Consolidation. Save for the above adjustments, all other terms and conditions of the outstanding awards remain unchanged.

HLB Hodgson Impey Cheng Limited, the auditor of the Company, had confirmed to the Directors in writing that the adjustments made to the exercise price of the outstanding awards and the number of Consolidated Shares to be issued upon the exercise of the outstanding awards are in compliance with the requirements set out in (i) the terms of the Share Award Scheme; (ii) Rule 17.03(13) of the Listing Rules; and (iii) the Supplementary Guidance.

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

Hong Kong, 26 July 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, Mr. Wong Yiu Kit, Ernest and Mr. Shan Guoxin as independent non-executive Directors.*