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AIDIGONG MATERNAL & CHILD HEALTH LIMITED

愛帝宮母嬰健康股份有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 286)

**PROFIT GUARANTEE IN RELATION TO THE
MAJOR ACQUISITION OF 88.5184% EQUITY INTEREST IN
SHENZHEN AIDIGONG MATERNITY HEALTH
MANAGEMENT CO., LTD.**

Reference is made to the announcements of Aidigong Maternal & Child Health Limited (the “**Company**”) dated 28 May 2019 and 15 August 2019, and the circular of the Company dated 26 July 2019 (the “**Circular**”), in relation to, amongst other things, the acquisition of the Aidigong Interest by the Purchaser from the Vendors pursuant to the Equity Transfer Agreement. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

As disclosed in the Circular, if the Net Profit for the financial year ending 31 December 2019 is more than RMB52,000,000, the Purchaser will be required to pay the Fourth Installment to the Management Vendors in the amount calculated pursuant to the below formula, and in any event, the amount of the Fourth Installment shall not exceed RMB200,000,000:

$$\left(\begin{array}{l} \text{Net Profit for the financial year} \\ \text{ending 31 December 2019} \end{array} \times 13 \times 51.3960\% \right) - \begin{array}{l} \text{Accumulated portions of the Consideration already} \\ \text{paid to the Management Vendors} \end{array}$$

The Board is pleased to announce that the Net Profit for the financial year ending 31 December 2019 amounted to RMB70,724,000, as such the Purchaser will be required to pay the Fourth Installment in the maximum amount of RMB200,000,000 to the Management Vendors in proportion to their respective shareholdings in the Target Company within ten (10) Business Days after the issue of the audited account of the Target Company for the financial year ending 31 December 2019.

By Order of the Board
Aidigong Maternal & Child Health Limited
Zhu Yufei and Cheung Wai Kuen
Joint Chairman

Hong Kong, 31 March 2020

As at the date of this announcement, the Board comprises Ms. Zhu Yufei, Mr. Cheung Wai Kuen, and Mr. Lin Jiang as executive Directors; Mr. Wong Kin Man as non-executive Director; and Mr. Mai Yang Guang, Mr. Lam Chi Wing and Mr. Wong Yiu Kit, Ernest as independent non-executive Directors.