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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 THAT the special general meeting (the “**SGM**”) of Aidigong Maternal & Child Health Limited (the “**Company**”) will be held at 2:00 p.m. on Thursday, 25 July 2024 at Room 3607, 36/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong for the purpose of considering and, if thought fit, with or without amendments, passing the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**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:
 - (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 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**”);

- (b) immediately following the Share Consolidation, the authorized share capital of the Company be changed from HK\$808,000,000 divided into 80,000,000,000 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;
- (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;
- (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.”

2. “**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:
- (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;
 - (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
 - (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.”

By order of the Board
Aidigong Maternal & Child Health Limited
Wong Wing Cheung
Company Secretary

Hong Kong, 10 July 2024

Notes:

1. The SGM will be held in a form of physical meeting. Any shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint one or more separate proxies to attend and to vote instead of him. A proxy need not be a shareholder of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney or other person duly authorised on its behalf to sign the same.
3. A form of proxy for use at the SGM is enclosed. To be valid, a form of proxy in the prescribed form 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 share 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 appointed for the holding of the SGM (i.e. not later than 2:00 p.m. on Tuesday, 23 July 2024) or any adjournment thereof (as the case may be).
4. No instrument appointing proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the meeting or any adjournment thereof in cases where the meeting was originally held within 12 months from such date.
5. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting if the member so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. All resolutions as set out in this notice will be taken by poll.
7. For the purpose of determination of entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 22 July 2024 to Thursday, 25 July 2024 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending and voting at the SGM, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged 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 for registration not later than 4:30 p.m. on Friday, 19 July 2024.

8. Members of the Company or their proxies shall produce documents of their proof of identity when attending the SGM.
9. A circular containing further details concerning proposed resolutions set out in this notice will be sent to all shareholders of the Company together with this notice.
10. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Ms. Wang Aier (Chairman), 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.