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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)

**UPDATES ON CONNECTED TRANSACTION:
ISSUANCE OF NEW SHARES UNDER SPECIFIC
MANDATE PURSUANT TO INCENTIVE AGREEMENT IN
LIGHT OF THE ACHIEVEMENT OF PROFIT TARGET OF
SHENZHEN FLOWER TOWNSHIP COURTYARD AND
BEIJING NOGIN COURTYARD**

Reference is made to the circular of Aidigong Maternal & Child Health Limited (the “**Company**”) dated 8 December 2020 (the “**Circular**”), the announcements of the Company dated 27 October 2020, 23 May 2022 and 9 September 2022, and the SGM poll result announcement of the Company dated 28 December 2020 (the “**Announcements**”), in relation to, the issuance of new ordinary shares of the Company to a connected person under the Specific Mandate pursuant to the Incentive Agreement. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Circular.

BACKGROUND

On 27 October 2020, the Company and Zhu Associate entered into the Incentive Agreement pursuant to which Zhu Associate will be entitled to Incentive Shares depending and based on the NPA of the New Postpartum Care Centres during the Incentive Base Period (i.e. any six consecutive calendar months within the 18-month period commencing from the date of commencement of operation of such postpartum care centre).

ISSUANCE OF NEW SHARES UNDER SPECIFIC MANDATE

The Board announces that, based on the NPA generated by Shenzhen Flower Township Courtyard, and Beijing Nogen Courtyard, the New Postpartum Care Centres officially opened in September 2021 and February 2022 respectively, the Company will award to Zhu Associate a total of 60,000,000 Incentive Shares (the “**New Incentive Shares**”) in accordance with the Incentive Agreement. The NPA has been certified by a Hong Kong certified public accountant, mutually agreed by the Company and Zhu Associate. Upon the award of the New Incentive Shares, the Company has granted an aggregate of 120,000,000 Incentive Shares to Zhu Associate pursuant to the Incentive Agreement.

As disclosed in the Announcements and the Circular, Zhu Associate has undertaken on a voluntary basis to be subject to lock-up undertakings made in favor of the Company, that it will not directly or indirectly transfer, sell or otherwise dispose of the Incentive Shares within three years from the date of issuance of the relevant Incentive Shares.

By Order of the Board
Aidigong Maternal & Child Health Limited
Zhu Yufei
Chairman

Hong Kong, 25 October 2023

As at the date of this announcement, the Board comprises Ms. Zhu Yufei, Mr. Cheung Wai Kuen, Mr. Lin Jiang, Mr. Li Runping and Ms. Meng Lijia as executive Directors; Ms. Liang Linmin as nonexecutive Director and Ms. Yu Lin, Mr. Wong Yiu Kit, Ernest, Mr. Huang Wenhua and Mr. Wang Qingyu, as independent non-executive Directors.