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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)

POLL RESULTS FOR THE SPECIAL GENERAL MEETING HELD ON 25 JULY 2024

The board (the “**Board**”) of directors (the “**Director(s)**”) of Aidigong Maternal & Child Health Limited (the “**Company**”) announces that at the special general meeting of the Company (the “**SGM**”) held on 25 July 2024, all the proposed resolutions (the “**Resolutions**”) as set out in the notice of the SGM dated 10 July 2024 (the “**SGM Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll. The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions		No. of votes (Approximate %)	
		For	Against
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>	2,579,609,157 (99.99%)	45 (0.01%)

Ordinary Resolutions		No. of votes (Approximate %)	
		For	Against
	<p>(b) immediately following the Share Consolidation, the authorized share capital of the Company be changed from HK\$808,000,000 divided into 80,000,000,000 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>		

Ordinary Resolutions		No. of votes (Approximate %)	
		For	Against
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>	2,579,609,157 (99.99%)	45 (0.01%)

As more than 50% of the votes were cast in favour of the above Resolutions, all Resolutions were duly passed by way of poll as ordinary resolutions of the Company.

Tricor Secretaries Limited, the branch registrar and transfer office of the Company in Hong Kong, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

As at the date of SGM, the issued ordinary share capital of the Company was 5,913,353,298 shares of HK\$0.01 each, which was the total number of shares entitling the Shareholders to attend and vote for or against the Resolutions at the SGM. There was no share of the Company entitling the holders to attend and abstain from voting in favour of the Resolutions at the SGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no Shareholder was required to abstain from voting at the SGM under the Listing Rules. No Shareholder had stated his/her intention in the circular of the Company dated 10 July 2024, in which the SGM Notice setting out the Resolutions was contained, to vote against the Resolutions or to abstain from voting thereon at the SGM.

Mr. Li Runping attended the SGM in person. Ms. Wang Aier, Mr. Lin Jiang, Ms. Meng Lijia, Mr. Lee Kar Lung, Mr. Lam Chi Wing, Mr. Wong Yiu Kit, Ernest and Mr. Shan Guoxin were unable to attend the SGM due to other business engagements.

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

Hong Kong, 25 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.