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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)

**RESULTS OF THE RIGHTS ISSUE
ON THE BASIS OF ONE (1) RIGHTS SHARE
FOR EVERY THREE (3) EXISTING SHARES
HELD ON RECORD DATE
AND ADJUSTMENTS TO
THE CONVERTIBLE PREFERENCE SHARES**

Reference is made to the announcement of Aidigong Maternal & Child Health Limited (the “**Company**”) dated 20 March 2024 and the prospectus (the “**Prospectus**”) of the Company dated 19 April 2024 in relation to the Rights Issue on the basis of one (1) Rights Shares for every three (3) Shares held on the Record Date. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that, as at 4:00 p.m. on Monday, 6 May 2024, being the Latest Time for Acceptance,

- (i) a total of 13 valid acceptances of provisional allotments under the PALs had been received for a total of 1,234,078,384 Rights Shares, representing approximately 83.48% of the total number of 1,478,338,324 Rights Shares available for subscription under the Rights Issue; and
- (ii) a total of 11 valid applications for excess Rights Shares under the EAFs had been received for a total of 2,429,733,651 excess Rights Shares, representing approximately 164.36% of the total number of 1,478,338,324 Rights Shares available for subscription under the Rights Issue.

In aggregate, 24 valid acceptances and applications in respect of a total of 3,663,812,035 Rights Shares under the PALs and the EAFs, representing approximately 247.83% of the total number of 1,478,338,324 Rights Shares available for subscription under the Rights Issue, had been received.

Based on the above results, the Rights Issue was over-subscribed by 2,185,473,711 Rights Shares, representing approximately 147.83% of the total number of 1,478,338,324 Rights Shares available for subscription under the Rights Issue.

EXCESS RIGHTS SHARES

Given the valid acceptance of provisional allotments under the PALs as mentioned above, 244,259,940 Rights Shares were available for subscription under the EAFs. Such number of excess Rights Shares was insufficient to satisfy all valid applications for a total number of 2,429,733,651 excess Rights Shares made under the EAFs.

The allocation of the excess Rights Shares was made pursuant to the principles set out in the section headed “Letter from the Board – Rights Issue – Application for the excess Rights Shares” in the Prospectus. Given that the number of the excess Rights Shares available for subscription under the EAFs only represented approximately 10.05% of a total of 2,429,733,651 excess Rights Shares validly applied for, the allocation of the 244,259,940 Rights Shares to the Qualifying Shareholders who applied for the excess Rights Shares was made on a fair and equitable basis, and as far as practicable on a pro-rata basis of approximately 10.05% by reference to the number of the excess Rights Shares applied for under each application. Reference was only made to the number of the excess Rights Shares being applied for but no reference was made to the Rights Shares subscribed through applications by PALs or the existing number of Shares held by the Qualifying Shareholders. In addition, no preference was given to topping up odd-lots to whole board lots.

Allotment results in respect of the excess Rights Shares are set out as follows:

Number of valid excess applications	Total number of excess Rights Shares applied for	Basis of allotment	Total number of excess Rights Shares allotted	Approximate percentage of allocation based on the total number of excess Rights Shares applied for
11	2,429,733,651	Allot approximately 10.05% of the excess Rights Shares applied for	244,259,940	10.05%

THE UNDERWRITING AGREEMENT

As all the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement was not terminated by the Underwriter prior to the Latest Time for Termination, the Underwriting Agreement became unconditional at 4:00 p.m. on Tuesday, 7 May 2024. As a result of the over-subscription of the Rights Shares taking into account of the valid applications for the excess Rights Shares, in accordance with the terms of the Underwriting Agreement, the obligations of the Underwriters in respect of the Underwritten Shares have been fully discharged.

INTENDED USE OF PROCEEDS FROM THE RIGHTS ISSUE

The gross proceeds raised from the Rights Issue are approximately HK\$62.09 million and the net proceeds from the Rights Issue after deducting the relevant expenses are approximately HK\$56.30 million. The Company intends to apply the net proceeds in the manner disclosed in the section headed “Letter from the Board – Reasons for and Benefits of the Rights Issue and Intended Use of Proceeds” in the Prospectus.

EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, based on the public information available, the table below sets out the shareholding structures of the Company immediately before and after completion of the Rights Issue:

	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>No. of issued Shares</i>	<i>Approx. %</i>	<i>No. of issued Shares</i>	<i>Approx. %⁽⁴⁾</i>
Ms. Zhu Yufei ⁽¹⁾	517,161,755	11.66	633,828,421	10.72
Ms. Wang Aier ⁽²⁾	401,412,379	9.05	535,216,505	9.05
Mr. Cheung Wai Kuen ⁽³⁾	372,989,671	8.41	372,989,671	6.31
Holder(s) of Convertible Preference Share(s)	–	–	–	–
Public Shareholders	3,143,451,169	70.88	4,371,318,701	73.92
Total	4,435,014,974	100	5,913,353,298	100

Notes:

- (1) Ms. Zhu Yufei is (i) beneficially interested in 167,161,755 Ordinary Shares; (ii) deemed to be interested in 150,000,000 Ordinary Shares through Hongchang International Investment Limited (“**Hongchang**”); and (iii) deemed to be interested in 200,000,000 Ordinary Shares through Hongyuan Investment Limited (“**Hongyuan**”), both being her controlled corporations immediately before the completion of the Rights Issue. Ms. Zhu Yufei, through Hongchang and Hongyuan, has taken up 116,666,666 Right Shares provisionally allotted to Hongchang and Hongyuan, and will be interested in 633,828,421 of the issued Shares after the completion of the Rights Issue.
- (2) Ms. Wang Aier, an executive Director of the Company, is deemed to be interested in 401,412,379 shares immediately before the completion of the Rights Issue. Ms. Wang Aier, through Suntek Global Growth Fund Number One SP Limited (“**Suntek**”), has taken up 133,804,126 Right Shares provisionally allotted to Suntek, and will be interested in 535,216,505 of the issued Shares after the completion of the Rights Issue.
- (3) Mr. Cheung Wai Kuen, is deemed to be interested in 372,989,671 Ordinary Shares through Champion Dynasty Limited, being a company wholly owned by Mr. Cheung Wai Kuen.
- (4) The percentage figures have been subject to rounding adjustments.

DESPATCH OF SHARE CERTIFICATES AND REFUND CHEQUES

The share certificates for the fully-paid Rights Shares are expected to be despatched on Tuesday, 14 May 2024 to those entitled thereto by ordinary post to their respective registered address at their own risks. Refund cheques in respect of wholly and partially unsuccessful applications for excess Rights Shares are expected to be posted to the relevant applicants on Tuesday, 14 May 2024 by ordinary post to their respective registered address at their own risks.

COMMENCEMENT OF DEALINGS IN THE RIGHTS SHARES

Approval has been granted by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares. Dealings in the fully-paid Rights Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday 16 May 2024.

ADJUSTMENT TO THE CONVERTIBLE PREFERENCE SHARES

Reference is made to the announcement of the Company dated 23 March 2023 regarding the Company's allotment and issuance of 187,265,918 Class A Convertible Preference Shares and 187,265,918 Class B Convertible Preference Shares. Pursuant to the subscription agreement dated 9 September 2022 entered into between the Company and Zhuhai Deyou Bohui Enterprise Management Consulting Center (Limited Partnership) (the "**Subscription Agreement**"), a total of 187,265,918 Class A Convertible Preference Shares and 187,265,918 Class B Convertible Preference Shares (collectively, the "**Convertible Preference Shares**") have been allotted and issued by the Company to DYZH Holdings Limited ("**DYZH**"), an affiliate of the Subscriber, at an aggregate consideration of HK\$224,719,101.6.

Based on the terms and conditions of the Convertible Preference Share, the Conversion Price for Class A Convertible Preference Shares and Class B Convertible Preference Shares has been adjusted from HK\$0.5 and HK\$0.7 per Share to HK\$0.386 and HK\$0.536 per Share respectively (the "**Adjusted Conversion Price**") as of the date of this announcement. Based on the total outstanding amount of the Convertible Preference Share at the date of this announcement and the Adjusted Conversion Price, additional 113,147,266 Shares will be issued upon conversion of all the outstanding Convertible Preference Share.

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

Hong Kong, 13 May 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 and Mr. Wong Yiu Kit, Ernest as independent non-executive Directors.