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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)

COMPLETION OF PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

References are made to the announcements of Aidigong Maternal & Child Health Limited (the “**Company**”) dated 20 June 2024, 15 August 2024, 13 September 2024 and 15 October 2024 (the “**Announcements**”) and the circular of the Company dated 10 July 2024 (the “**Circular**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements and the Circular.

COMPLETION OF PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

The Board is pleased to announce that all the conditions set out in the Placing Agreement have been fulfilled and the completion of the Placing took place on 6 November 2024. A total of 44,350,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$1.68 per Placing Share pursuant to the terms and conditions of the Placing Agreement, representing approximately 23.08% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon completion of the Placing.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, (i) each of the Placees and/or their respective ultimate beneficial owner(s) (if any) is an Independent Third Party; and (ii) immediately after the Placing, none of the Placees will become a substantial Shareholder (as defined under the Listing Rules) of the Company.

The gross proceeds from the Placing will be approximately HK\$74,508,000 and the net proceeds will be approximately HK\$72,114,000 (after deduction of commission and other expenses of the Placing), representing a net issue price of approximately HK\$1.63 per Placing Share. The Company intends to apply the net proceeds of the Placing as to as to: (i) approximately HK\$50,480,000 for repayment of loans and other payables of the Group; and (ii) approximately HK\$21,634,000 towards the Group's general working capital.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately before Completion; and (ii) immediately after Completion is set out below:

Shareholder	Immediately prior to Completion		Immediately upon the Completion	
	<i>Number of Shares</i>	<i>Approximate %⁽⁴⁾</i>	<i>Number of Shares</i>	<i>Approximate %⁽⁴⁾</i>
Ms. Zhu Yufei ⁽¹⁾	16,131,341	10.91	16,131,341	8.39
Ms. Wang Aier ⁽²⁾	13,380,412	9.05	13,380,412	6.96
Mr. Cheung Wai Kuen ⁽³⁾	9,324,741	6.31	9,324,741	4.85
Holders of Convertible Preference Share(s)	–	–	–	–
Placees	–	–	44,350,000	23.08
Public Shareholders	<u>108,997,338</u>	<u>73.73</u>	<u>108,997,338</u>	<u>56.72</u>
Total	<u>147,833,832</u>	<u>100</u>	<u>192,183,832</u>	<u>100</u>

Notes:

- (1) Ms. Zhu Yufei is (i) beneficially interested in 4,464,675 Existing Shares; (ii) deemed to be interested in 5,000,000 Existing Shares through Hongchang International Investment Limited; and (iii) deemed to be interested in 6,666,666 Existing Shares through Hongyuan Investment Limited, both being her controlled corporations.

- (2) Ms. Wang Aier, an executive Director of the Company, is beneficially interested in 13,380,412 Existing Shares.
- (3) Mr. Cheung Wai Kuen, is deemed to be interested in 9,324,741 Existing 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.

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

Hong Kong, 6 November 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.