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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)

INSIDE INFORMATION ANNOUNCEMENT

This announcement is made by Aidigong Maternal & Child Health Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (“**SFO**”).

References are made to the announcements of the Company dated 19 September 2024 and 17 January 2025 respectively (the “**Announcements**”). Unless otherwise defined herein, capitalised terms shall have the same meanings as defined in the Announcements.

ARBITRATION INITIATED BY MS. ZHU YUFEI

On 10 February 2025, the Company received a notice regarding an arbitration (“**Arbitration**”) initiated by Ms. Zhu Yufei against Guangdong Wanjia (a wholly-owned subsidiary of the Company) dated 26 November 2024. Ms. Zhu Yufei sought to resolve her disagreement with Guangdong Wanjia regarding the exercise of shareholders rights in Shenzhen Aidigong through the Arbitration.

The Company received the relevant documents in relation to the Arbitration, including a copy of an alleged entrustment agreement, under which it was suggested that Guangdong Wanjia irrevocably entrusted Ms. Zhu Yufei on all shareholding rights in respect of its 94.95% shareholding in Shenzhen Aidigong.

The board of directors of the Company (the “**Board**”) would like to emphasize that the entrustment arrangement was neither notified, authorised nor approved by the Board and lacked commercial rationale. The Company is obtaining legal advice from its PRC legal advisers in relation to the Arbitration. Guangdong Wanjia has engaged legal counsel to represent it in the Arbitrations to defend itself and to present the corresponding evidence.

Pending the results of the Arbitration, approximately RMB7.27 million (representing approximately 15.5% of the paid-up share capital of Shenzhen Aidigong) of equity interest in Shenzhen Aidigong held by Guangdong Wanjia was ordered by the relevant authorities to be placed under temporary asset preservation. No hearing has been scheduled in relation to the Arbitration as at the date of this announcement.

SUSPECTED DILUTION AND SUSPECTED PLEDGE

The Company noted some public information in relation to (i) the shareholding interest of the Company in certain subsidiaries of Shenzhen Aidigong being diluted (the “**Suspected Dilution**”) and (ii) pledges being made in relation to certain subsidiaries of Shenzhen Aidigong in favour of entities held by the new shareholders beneficially holding minority interests in the subsidiaries which were subject to the Suspected Dilution (the “**Suspected Pledge**”), published in June to July 2024 and September 2024, respectively. After noticing the Suspected Dilution and the Suspected Pledge, the management of the Company (the “**Management**”) had (i) instructed the Company’s staff to communicate with those of the relevant subsidiaries; and (ii) attempted to ascertain the details of the Suspected Dilution and Suspected Pledge with local authorities. The Board has also issued a letter to Ms. Zhu Yufei in late February 2025 requesting her to explain to the Board the specific circumstances in relation to the Suspected Dilution and the Suspected Pledge.

The Board would like to emphasize that the Suspected Dilution and Suspected Pledge were neither notified, authorised nor approved by the Board. As at the date of this announcement, the Management has not been able to ascertain the circumstances in relation to the Suspected Dilution and the Suspected Pledge and is still investigating the circumstances and details of the transactions, while the Board has not received any reply from Ms. Zhu Yufei. If Ms. Zhu Yufei and any other responsible parties still refuse to cooperate, the Group reserves the rights to take all necessary legal actions regarding their legal obligations. The Company will issue further announcement in this regard if and when appropriate.

POSSIBLE DELAY IN AUDIT PLAN AND PUBLICATION OF ANNUAL RESULTS

The Company considers that it is highly likely that the Company's audit plan and publication of its annual results for the year ended 31 December 2024 will be delayed and cannot be completed before the end of March 2025 as the field audit in relation to Shenzhen Aidigong has been facing difficulty. In particular, the auditors and the staff of the Company have made numerous requests asking Ms. Zhu Yufei and Shenzhen Aidigong's chief financial officer to cooperate with the field audit, but they refused to respond or provide the necessary financial information on Shenzhen Aidigong and its subsidiaries for audit purposes. If Ms. Zhu Yufei, Shenzhen Aidigong's chief financial officer and any other responsible parties still refuse to cooperate on the Group's audit plan, the Group reserves the rights to take all necessary legal actions regarding their legal obligations.

The Company continues to make every effort to communicate with the senior management of Shenzhen Aidigong and endeavours to complete the audit as early as possible. The Company will issue further announcements in relation to the above matters if and when appropriate.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on The Stock Exchange of Hong Kong Limited has been halted with effect from 9:54 a.m. on 21 February 2025 pending the release of an announcement which may constitute inside information of the Company. The Company will make further announcement(s) as appropriate or as required under the Listing Rules and the SFO.

Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.

By Order of the Board
Aidigong Maternal & Child Health Limited
Huang Wenhua
Chairman and Chief Executive Officer

Hong Kong, 5 March 2025

As at the date of this announcement, the Board comprises Mr. Huang Wenhua, Mr. Lin Jiang, Mr. Li Runping and Ms. Meng Lijia as executive directors; Mr. Lee Kar Lung as non-executive director; Mr. Wong Yiu Kit, Ernest and Mr. Shan Guoxin as independent non-executive directors.