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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)**

**(1) RESIGNATION AND APPOINTMENT OF DIRECTORS;  
AND  
(2) CHANGE IN COMPOSITION OF  
INDEPENDENT BOARD COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of Aidigong Maternal & Child Health Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that, with effect from 14 April 2025:

- Mr. Choi Wai Hong Clifford (“**Mr. Choi**”) has resigned as an independent non-executive Director, the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of the remuneration committee of the Company (the “**Remuneration Committee**”); and
- Mr. Chu Pui Ki Dickson (“**Mr. Chu**”) has been appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee.

This announcement is made by the Company in accordance with Rule 13.51(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board hereby announces that Mr. Choi has tendered his resignation as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee with effect from 14 April 2025 (the “**Resignation**”) due to his other business commitments which require more of his attention and dedication.

Mr. Choi has confirmed that he has no disagreement with the Board and there is no other matter that needs to be brought to the attention of the Stock Exchange and the shareholders of the Company (“**Shareholders**”) in respect of the Resignation.

The Board would like to express its gratitude to Mr. Choi for his contribution to the Company during his tenure of service.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that, with effect from 14 April 2025, Mr. Chu has been appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee.

The biographical details of Mr. Chu are set out below:

Mr. Chu Pui Ki Dickson, aged 40, holds a Bachelor of Business Administration (Honors) degree from Hong Kong Baptist University. He is a member of the Hong Kong Institute of Certified Public Accountants, and has auditing experience working in an audit firm and accounting experience working in managerial position at a listed company prior to joining the Company. Mr. Chu is currently and has been an independent non-executive director of China Silver Technology Holdings Limited (listed on the Stock Exchange, stock code: 515) since September 2024.

Mr. Chu has entered into a letter of appointment with the Company for an initial term of one year commencing on 14 April 2025, which shall continue thereafter subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws of the Company (the “**Bye-laws**”), unless and until terminated by either Mr. Chu or the Company giving the other party not less than one month’s notice in writing. Mr. Chu shall hold office until the next following annual general meeting of the Company and be eligible for re-election in accordance with the Bye-laws. According to the terms of appointment, a fixed annual director’s fee of HK\$150,000 (exclusive of discretionary bonus) will be payable to Mr. Chu and is subject to review by the Board and the Remuneration Committee from time to time. The remuneration was determined by the Board with reference to his duties and responsibilities as well as his qualifications, experience and the prevailing market conditions.

Mr. Chu has confirmed (i) his independence as regards to each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) that there are no other factors that may affect their independence at the time of his appointment.

To the best knowledge of the Board and save as disclosed above, as at the date of this announcement, Mr. Chu (i) does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company; (ii) did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong); (iv) does not hold any other positions with the Company or other members of the Group; and (v) does not have other major appointment or professional qualification.

To the best knowledge of the Board and save as disclosed above, there are no other matters in relation to the appointment of Mr. Chu that need to be brought to the attention of the Shareholders or the Stock Exchange nor any information that needs to be disclosed by the Company pursuant to Rule 13.51(2) of the Listing Rules.

The Board welcomes Mr. Chu for joining the Board.

The Board believes that the change in the Board's composition as disclosed above is consistent with the business needs and development of the Group and in the interest of the Company, and the Nomination Committee will review, among other things, the structure, size and composition of the Board from time to time in accordance with its terms of reference.

## **CHANGE IN COMPOSITION OF INDEPENDENT BOARD COMMITTEE**

As set out in the Company's announcement dated 2 April 2025, the Board resolved to establish an independent board committee ("IBC"), comprising the then three independent non-executive directors of the Company, namely Mr. Shan Guoxin, Mr. Choi and Mr. Wang Bin.

As a result of the resignation of Mr. Choi as an independent non-executive Director, Mr. Choi has ceased to be a member of the IBC and Mr. Chu has been appointed a member of the IBC.

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended since 9:54 a.m. on 21 February 2025 and will remain suspended until further notice.

**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**  
**Wong Wing Cheung**  
*Company Secretary*

Hong Kong, 14 April 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 a non-executive Director; Mr. Shan Guoxin, Mr. Chu Pui Ki Dickson and Mr. Wang Bin as independent non-executive Directors.*