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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)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Aidigong Maternal & Child Health Limited (the “**Company**”) hereby announces that Mr. Shan Guoxi (“**Mr. Shan**”) has tendered his resignation as an independent non-executive Director and a member of each of the remuneration committee of the Company (the “**Remuneration Committee**”), the nomination committee of the Company (the “**Nomination Committee**”) and the audit committee of the Company (the “**Audit Committee**”) with effect from 2 July 2025 (the “**Resignation**”) due to his other business commitments which require more of his attention and dedication.

Mr. Shan 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 of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company in respect of the Resignation.

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

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board hereby announces that (i) Mr. Huang Wenhua, the chairman of the Board and an executive Director, ceased to be the chairman of the Nomination Committee; (ii) Mr. Wang Bin, an independent non-executive Director, was appointed as the chairman of the Nomination Committee; (iii) Mr. Chu Pui Ki Dickson, an independent non-executive Director, was appointed as a member of the Nomination Committee; and (iv) Ms. Meng Lijia, an executive Director, was appointed as a member of each of the Nomination Committee and Remuneration Committee, all with effect from 2 July 2025.

After the above changes, the Nomination Committee consists of two independent non-executive Directors and one executive Director, namely, Mr. Wang Bin (chairman of the Nomination Committee), Mr. Chu Pui Ki Dickson and Ms. Meng Lijia.

The above changes were made in response to the amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. The Board considers that implementing these changes could strengthen the effectiveness and diversity of the Board and the Nomination Committee, and further enhance the level of corporate governance practices of the Company as a whole.

Moreover, after the above changes, the Remuneration Committee consists of two independent non-executive Directors and one executive Director, namely, Mr. Wang Bin (chairman of the Remuneration Committee), Mr. Chu Pui Ki Dickson and Ms. Meng Lijia.

The Board would like to express its sincere gratitude to Mr. Huang Wenhua for his contributions towards the Nomination Committee during his tenure as the chairman thereof, and to extend a warm welcome to Mr. Wang Bin, Mr. Chu Pui Ki Dickson and Ms. Meng Lijia in their respective new roles in the Nomination Committee and Remuneration Committee.

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 and the Listing Rules.

NON-COMPLIANCE WITH THE LISTING RULES

Pursuant to Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), the Board must include at least three independent non-executive Directors. Pursuant to Rule 3.10A of the Listing Rules, the Board must include independent non-executive directors representing at least one-third of the board. Pursuant to Rule 3.21 of the Listing Rules, the Audit Committee must comprise a minimum of three members.

As a result of the resignation of Mr. Shan, the composition of the Board comprises four executive Directors, one non-executive Director and two independent non-executive Directors and hence the number of the independent non-executive Directors and the members of the Audit Committee has fallen below the minimum number required under the aforesaid Rules 3.10(1), 3.10A and 3.21 of the Listing Rules.

The Company considers that the failure to meet the requirements of the Listing Rules is temporary in nature, and is in the process of identifying suitable candidate(s) to fill the vacancy to ensure re-compliance of the relevant rules as soon as practicable but in any event within three months from the first date of non-compliance, pursuant to Rules 3.11 and 3.23 of the Listing Rules. Further announcement(s) will be made by the Company as and when appropriate.

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, 2 July 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. Chu Pui Ki Dickson and Mr. Wang Bin as independent non-executive Directors.