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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)

## APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board announces that, with effect from 12 December 2025:

- Mr. Ma Siu Kit has been appointed as an independent non-executive Director, a member of the Audit Committee.

This announcement is made by Aidigong Maternal & Child Health Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) 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**”).

### APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company announces that Mr. Ma Siu Kit (former name: Ma Man Wai) (“**Mr. Ma**”) has been appointed as an independent non-executive Director (“**INED**”), a member of the Audit Committee of the Board, with effect from 12 December 2025.

The biographical details of Mr. Ma are as follows:

Mr. Ma, aged 56, obtained a bachelor degree in business (accountancy) from Queensland University of Technology in Australia. He is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Ma is a seasoned professional in accounting with over 20 years of relevant experience in accounting firms and various enterprises. Mr. Ma has been the company secretary of China Boton Group Company Limited (formerly known as China Flavors and Fragrances Company Limited) (stock code: 3318) since September 2005. Mr. Ma has been the independent non-executive director of eprint Group Limited (stock code: 1884) since 30 December 2016. Mr. Ma has been the independent non-executive director of China Rare Earth Holdings Limited (stock code: 769) since 12 September 2025. Mr. Ma was the independent non-executive director of China Kangda Food Company Limited (stock code: 834) from 15 December 2022 to 22 January 2024.

Mr. Ma has entered into an appointment letter with the Company in respect of his appointment as an independent non-executive Director for a two-year term commencing from the date of his appointment, subject to retirement from office and election at the annual general meetings (“AGM(s)”) and vacation of office in accordance with the provisions of the articles of association of the Company. As specified in the appointment letter of Mr. Ma, he is entitled to a monthly director’s fee of HK\$20,000.00 payable by the Company. Such director’s fee has been fixed with reference to Mr. Ma’s duties and responsibilities in the Company and the prevailing market conditions and practice. Mr. Ma’s director’s fee is subject to review of the Remuneration Committee from time to time and will be subject to approval of the Company’s shareholders at the next AGM.

Save as disclosed above, as at the date of this announcement, Mr. Ma (i) does not hold any other positions with the Company or other members of the Group; (ii) does not, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any relationships with any Directors, senior management or substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of the Company; and (iv) 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 of the Laws of Hong Kong).

Mr. Ma has confirmed (i) his independence as regards 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 in the Listing Rules) of the Company; and (iii) that there is no other factors that may affect his independence at the time of his appointment. Save as disclosed above, as of the date of this announcement, there are no other matters concerning the appointment of Mr. Ma that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to extend a warm welcome to Mr. Ma 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 under the Board 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 at the date of this announcement, Mr. Ma has been appointed as a member of the independent board committee ("IBC"). The IBC comprising the then three independent non-executive directors of the Company, namely Mr. Chu Pui Ki Dickson, Mr. Wang Bin and Mr. Ma Siu Kit.

## **FULFILMENT OF ADDITIONAL RESUMPTION GUIDANCE AND COMPLIANCE WITH REQUIREMENTS UNDER RULES 3.10(1), 3.10A AND 3.21 OF THE LISTING RULES**

Reference is made to the announcement of the Company dated 2 July 2025 in relation to, among others, the Company's non-compliance with the Listing Rules. Following the appointment of Mr. Ma, the Company is in compliance with Rules 3.10(1), 3.10A and 3.21 of the Listing Rules.

Immediately following the appointment of Mr. Ma as an INED with effect from 12 December 2025, the Board comprises seven members, including three INEDs. Accordingly, the Company has fulfilled the minimum number of INEDs required by Rule 3.10(1) of the Listing Rules and Rule 3.10A requires that the number of independent non-executive directors be at least one-third of the total number of board members.

Immediately following the appointment of Mr. Ma as a member of the Audit Committee with effect from 12 December 2025, there are three members of the Audit Committee. Accordingly, the Company has complied with the requirement of the minimum number of the Audit Committee members as prescribed in Rule 3.21 of the Listing Rules.

As such, the Company has fulfilled the Additional Resumption Guidance.

## **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, 12 December 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; and Mr. Chu Pui Ki Dickson, Mr. Wang Bin and Mr. Ma Siu Kit as independent non-executive Directors.*