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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 DIRECTORS AND
APPOINTMENT OF DIRECTORS**

The Board announces that, with effect from 7 April 2024:

- Mr. Cheung Wai Kuen has resigned as an executive Director, the chairman of the Board, the chairman of the nomination committee of the Board and the chief executive officer of the Group;
- Ms. Kai Xiang Mei has resigned as an executive Director;
- Ms. Liang Linmin has resigned as a non-executive Director;
- Mr. Huang Wenhua has resigned as an independent non-executive Director, a member of each of the Remuneration Committee, Nomination Committee and the Audit Committee;
- Mr. Wang Qingyu, has resigned as an independent non-executive Director;
- Ms. Wang Aier has been appointed as an executive Director, the chairman of the Board, the chairman of the nomination committee of the Board and the chief executive officer of the Group; and
- Mr. Lee Kar Lung has been appointed as a non-executive Director.

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**”).

RESIGNATION OF DIRECTORS

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Group announces that after careful consideration and thorough discussion with other key management of the Group, Mr. Cheung Wai Kuen, Ms. Kai Xiang Mei, Ms. Liang Linmin, Mr. Huang Wenhua and Mr. Wang Qingyu have respectively tendered their resignation as an executive director, the chairman of the Board, the chairman of the nomination committee of the Board and the chief executive officer of the Group, an executive Director, a non-executive Director, an independent non-executive Director, a member of each of the Remuneration Committee of the Company (“**Remuneration Committee**”), Nomination Committee of the Company (“**Nomination Committee**”) and the Audit Committee of the Company (“**Audit Committee**”) and an independent non-executive Director with effect from 7 April 2024.

Mr. Cheung Wai Kuen, Ms. Kai Xiang Mei, Ms. Liang Linmin, Mr. Huang Wenhua and Mr. Wang Qingyu have confirmed that they have 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 in respect of the Resignation.

The Board would like to express its gratitude to Mr. Cheung Wai Kuen, Ms. Kai Xiang Mei, Ms. Liang Linmin, Mr. Huang Wenhua and Mr. Wang Qingyu for their contribution to the Company during their tenure of service.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board announces that Ms. Wang Aier (“**Ms. Wang**”) has been appointed as an executive Director, the chairman of the Board, the chairman of the nomination committee of the Board and the chief executive officer of the Group with effect from 7 April 2024.

The biographical details of Ms. Wang are as follows:

Ms. Wang, aged 56, holds an executive master's degree in business administration from Sun Yat-sen University and is a business person with 30 years of experience in business management. Ms. Wang is a director of Canadian North Resources Inc (CNRI), a company listed in Canada. She also serves as the general manager of a Chinese conglomerate whose industries include processing and manufacturing, medical and health care, real estate and finance and is a substantial shareholder of the Company.

As at the date of this announcement, Ms. Wang is beneficially interested in 401,412,379 ordinary shares of the Company.

Save as disclosed above and as at the date of this announcement, Ms. Wang (i) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not hold any directorships 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 of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong); (iv) does not hold any other positions with other members of the Group; and (v) does not have other major appointments or professional qualifications.

Ms. Wang has entered into a service contract with the Company for an initial term of one year commencing on 7 April 2024, 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 Ms. Wang or the Company giving to the other party not less than one month’s notice in writing. Ms. Wang 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. Under the new service contract, Ms. Wang will not receive any director’s remuneration and Ms. Wang is not entitled to any other emoluments for serving as executive Director, chairman of the Board of Directors, chairman of the Nomination Committee or chief executive officer. The director’s remuneration of Ms. Wang 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 her duties and responsibilities as well as her qualifications, experience and the prevailing market conditions.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Lee Kar Lung (“**Mr. Lee**”) has been appointed as a non-executive Director with effect from 7 April 2024.

The biographical details of Mr. Lee are as follows:

Ms. Lee, aged 46, holds a master's degree in environmental protection from the Chinese University of Hong Kong. Mr. Lee is currently the chairman of Innovest Financial Group Limited, which is mainly engaged in asset management, wealth management, inheritance planning and education, and lending businesses in Hong Kong. Mr. Lee was also a director of Gotong Logistics Limited (Trading) from 2006 to 2016 and was re-designated as a non-executive director of Gotong Logistics (Trading) Company Limited from 2016. Mr. Lee is a business person with more than 15 years of experience in the industry and is a substantial shareholder of the Company.

As at the date of this announcement, Mr. Lee (i) is beneficially interested in 200,000,000 ordinary shares of the Company and (ii) holds a guaranteed interest in 372,989,671 ordinary shares of the Company.

Save as disclosed above and as at the date of this announcement, Mr. Lee (i) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not hold any directorships 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 of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong); (iv) does not hold any other positions with other members of the Group; and (v) does not have other major appointments or professional qualifications.

Mr. Lee has entered into a service contract with the Company for an initial term of one year commencing on 7 April 2024, 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. Lee or the Company giving to the other party not less than one month's notice in writing. Mr. Lee 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. Under the new service contract, Mr. Lee will not receive any director's remuneration and Mr. Lee is not entitled to any other emoluments for serving as a non-executive Director. The director's remuneration of Mr. Lee 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.

Save as disclosed above and as at the date of this announcement, Ms. Wang and Mr. Lee have confirmed, and the Company is not aware of other information in relation to the appointment which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) (h) to (v) of the Listing Rules nor is there any other matter in relation to the appointment that needs to be brought to the attention of the Shareholders.

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.

CORPORATE GOVERNANCE CODE

As Ms. Wang is the chairman of the Board and the chief executive officer, such arrangement deviates from code provision C.2.1 of the Corporate Governance Code (**the "CG Code"**) as set out in Appendix 14 of the Listing Rules. The Board believes that having the roles of chairman and chief executive officer held by the same individual is conducive to the execution of the Group's business strategies and the efficiency of its operations. Accordingly, the Board considers it appropriate to deviate from code provision C.2.1 of the CG Code under the circumstances. In addition, under the supervision of the Board (comprising four executive directors, one non-executive director and two independent non-executive directors), the Board has an appropriate checks and balances of power structure which provides sufficient checks and balances to safeguard the interests of the Company and its shareholders.

On the other hand, as a result of the resignation of Mr. Huang Wenhua and Mr. Wang Qingyu, the ratio of the number of independent non-executive Directors has fallen short of the minimum one-third of the Board as required under Rule 3.10A of the Listing Rules. The Company considers that the failure to meet the requirements of 3.10A of the Listing Rules are 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. Further announcement(s) will be made by the Company as and when appropriate.

By Order of the Board
Aidigong Maternal & Child Health Limited
Wong Wing Cheung
Company Secretary

Hong Kong, 7 April 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. Wong Yiu Kit, Ernest and Mr. Lam Chi Wing, as independent non-executive Directors.

**For identification purpose only*