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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 DIRECTOR AND  
APPOINTMENT OF DIRECTOR**

The Board announces that, with effect from 3 February 2025:

- Ms. Wang Aier 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; and
- Mr. Huang Wenhua 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.

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 DIRECTOR

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, due to Ms. Wang Aier’s other business commitments which require more of her attention and dedication, Ms. Wang Aier has tendered her resignation as an executive director, the chairman of the Board, the chairman of the nomination committee of the Board (“**Nomination Committee**”) and the chief executive officer of the Group with effect from 3 February 2025.

Ms. Wang Aier has confirmed that she 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 in respect of the resignation.

The Board would like to express its gratitude to Ms. Wang Aier for her contribution to the Company during her tenure of service.

## APPOINTMENT OF EXECUTIVE DIRECTOR

The Board announces that Mr. Huang Wenhua (“**Mr. Huang**”) has been appointed as an executive Director, the chairman of the Board, the chairman of the Nomination Committee and the chief executive officer of the Group with effect from 3 February 2025.

The biographical details of Mr. Huang are as follows:

Mr. Huang, aged 48, obtained a master’s degree in management from Sun Yat-sen University (中山大學). Mr. Huang is an experienced management consultant and has been an independent non-executive Director of the Company from 5 December 2022 to 7 April 2024. He has extensive experience in corporate strategic management, organizational operation management, marketing management and human resource management. He has provided management consulting services to dozens of companies. He has served as a director and legal representative at Guangdong Common Splendor Supply Chain Management Limited\* (廣東同佳供應鏈管理有限公司) and at Guangdong Goodtop Health Industry Group Limited\* (廣東萬佳健康產業集團有限公司) (formerly known as Guangdong Common Splendor Health Industry Group Limited), both wholly owned subsidiaries of the Company, since January 2025. As at the date of this announcement, Mr. Huang’s spouse holds 304,313 ordinary shares (long position) of the Company (representing approximately 0.16% of the Company’s issued share capital). Mr. Huang is deemed to be interested in all the shares of the Company owned by his spouse under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the “**SFO**”).

Save as disclosed above and as at the date of this announcement, Mr. Huang (i) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not hold any other directorships in 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 other interests in the shares of the Company pursuant to Part XV of the SFO; (iv) does not hold any other positions with other members of the Group; and (v) does not have any other major appointments or professional qualifications.

Mr. Huang has entered into a service contract with the Company for an initial term of one year commencing on 3 February 2025, which shall continue thereafter subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the by-laws of the Company (the “**Bye-laws**”), unless and until terminated by either Mr. Huang or the Company giving the other party not less than one month’s notice in writing. Mr. Huang 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, a fixed annual fee of HK\$600,000 (exclusive of discretionary bonus) will be payable to Mr. Huang for serving as an executive Director, chairman of the Board of Directors, chairman of the Nomination Committee or chief executive officer of the Group. The remuneration of Mr. Huang is subject to review by the Board and the remuneration committee of the Company 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, Mr. Huang has confirmed that there is no, and the Company is not aware of any, other information in relation to the appointment which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) 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 of the Company.

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.

## **DEVIATION FROM THE CORPORATE GOVERNANCE CODE**

As Mr. Huang 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 C1 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 three 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.

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

Hong Kong, 3 February 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; and Mr. Lam Chi Wing, Mr. Wong Yiu Kit, Ernest and Mr. Shan Guoxi as independent non-executive Directors.*

\* *For identification purposes only.*