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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 DIRECTORS**

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 6 March 2025:

- Mr. Wong Yiu Kit, Ernest (“**Mr. Wong**”) has resigned as an independent non-executive Director, a member of the remuneration committee of the Company (the “**Remuneration Committee**”) and the chairman of the audit committee of the Company (the “**Audit Committee**”);
- Mr. Choi Wai Hong, Clifford (“**Mr. Choi**”) has been appointed as an independent non-executive Director, a member of the Remuneration Committee and the chairman of the Audit Committee; and
- Mr. Wang Bin (“**Mr. Wang**”) has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee, and a member of each the nomination committee of the Company (the “**Nomination Committee**”) and the Audit 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. Wong has tendered his resignation as an independent non-executive Director, a member of the Remuneration Committee and the chairman of the Audit Committee with effect from 6 March 2025 (the “**Resignation**”) due to his other business commitments which require more of his attention and dedication.

Mr. Wong 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. Wong for his contribution to the Company during his tenure of service.

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

The Board is pleased to announce the following appointments with effect from 6 March 2025:

- (i) Mr. Choi has been appointed as an independent non-executive Director, a member of the Remuneration Committee and the chairman of the Audit Committee; and
- (ii) Mr. Wang has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee, and a member of each the Nomination Committee and the Audit Committee.

The biographical details of the above Directors are set out below:

**Mr. Choi Wai Hong, Clifford**

Mr. Choi Wai Hong, Clifford, aged 66, has a degree of Bachelor of Arts in Economic and Social Studies from The Victoria University of Manchester, United Kingdom (currently known as The University of Manchester). Mr. Choi is a member of (i) The Hong Kong Institute of Certified Public Accountants; (ii) The Institute of Chartered Accountants in England and Wales; (iii) The Association of Chartered Certified Accountants; and (iv) The Taxation Institute of Hong Kong.

Mr. Choi joined Price Waterhouse (currently known as PricewaterhouseCoopers) in Hong Kong in January 1983 and departed in July 1992 with his last position as manager. He was subsequently a general manager in DCH MSC (China) Limited, NHK Distribution Company Limited and Porsche Centre Hangzhou from July 1992 to June 1999, July 1999 to December 2003 and January 2004 to August 2012, respectively, and has rejoined NHK Distribution Company Limited since February 2018 and currently serves as its director. He then joined Princess Yacht Southern China Limited as a chief executive officer from September 2012 to November 2012 and later on as a director in the NHK Yacht Services division of NHK Distribution Company Limited from December 2012 to August 2017. Mr. Choi subsequently joined Beijing Glory Star Centre Automotive Sales and Service Company Limited (北京極光星徽汽車銷售服務有限公司) as its general manager from September 2017 to January 2018. He was an executive director of Arta TechFin Corporation Limited (formerly known as Freeman FinTech Corporation Limited) (“**Freeman FinTech**”) (listed on the Stock Exchange, stock code: 279) from November 2020 to October 2021, an independent non-executive director of South Shore Holdings Limited (In Liquidation) (“**South Shore**”) (delisted from the Stock Exchange in February 2023, stock code: 577) from May 2021 to June 2023, a non-executive director of Silk Road Logistics Holdings Limited (“**Silk Road**”) (delisted from the Stock Exchange in April 2024, stock code: 988) from June 2021 to December 2021, an independent non-executive director of DreamEast Group Limited (listed on the Stock Exchange, stock code: 593) from December 2021 to January 2024, an independent non-executive director of EcoGreen International Group Limited (in Liquidation) (“**EcoGreen**”) (delisted from the Stock Exchange in July 2024, stock code: 2341) from November 2022 to January 2024, an independent non-executive director of Jiayuan International Group Limited (In Liquidation) (“**Jiayuan**”) (delisted from the Stock Exchange in October 2024, stock code: 2768) from June 2024 to December 2024, and a non-executive director of Xinming China Holdings Limited (listed on the Stock Exchange, stock code: 2699) from April 2021 to February 2025.

Mr. Choi is currently and has been an executive director of China Evergrande New Energy Vehicle Group Limited (listed on the Stock Exchange, stock code: 708) since August 2024. Mr. Choi served as an independent non-executive director of Samson Paper Holdings Limited (now known as C&D Newin Paper & Pulp Corporation Limited) (listed on the Stock Exchange, stock code: 731), from July 2020 until May 2021 when he was re-designated as an executive director, and he has been re-designated as a non-executive director with effect from January 2022.

Mr. Choi confirms that he was appointed as executive director of Freeman FinTech, an independent non-executive director of South Shore, a non-executive director of Silk Road, an independent non-executive director of EcoGreen, and an independent non-executive director of Jiayuan to assist on the implementation of the restructuring plan with an aim to turnaround the companies from the distressed position, and was appointed as executive director of Freeman FinTech only after the appointment of provisional liquidators. Mr. Choi informed the Company that there was no wrongful act or mismanagement on his part leading to the provisional liquidation or liquidation of these companies.

Mr. Choi has entered into a letter of appointment with the Company for an initial term of one year commencing on 6 March 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. Choi or the Company giving the other party not less than one month’s notice in writing. Mr. Choi 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. Choi 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. Wang Bin**

Mr. Wang Bin, aged 48, holds a Ph.D. in Management from Sun Yat-sen University and has completed postdoctoral research in the field of Economics. He currently serves as a master's supervisor and a distinguished researcher at the Guangdong University of Finance and Economics base of the Guangdong Provincial Research Center for Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era. In addition, he is an Associate Professor, Assistant Dean, and Director of the EDP Center at the School of Management of Guangdong University of Finance and Economics. He has been selected as a Nanling Scholar of Excellence at Guangdong University of Finance and Economics and serves as the Secretary-General of the Guangdong Corporate Social Responsibility Research Association. Mr. Wang has worked in government, state-owned enterprises, and foreign-funded enterprises. His primary research areas include corporate digital transformation, environmental, social and governance, and strategic management. He focuses on providing consulting services in industrial planning, strategic management, human resource management, and corporate tax risk and planning management for governments and enterprises. Furthermore, he has published over 30 papers in core journals both domestically and internationally.

Mr. Wang has entered into a letter of appointment with the Company for an initial term of one year commencing on 6 March 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, unless and until terminated by either Mr. Wang or the Company giving the other party not less than one month's notice in writing. Mr. 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. 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. Wang 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. Choi and Mr. Wang have confirmed (i) their independence as regards to each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) they have 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 their appointments.

To the best knowledge of the Board and save as disclosed above, as at the date of this announcement, Mr. Choi and Mr. Wang (i) do 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) do 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) (the “SFO”); (iv) do not hold any other positions with the Company or other members of the Group; and (v) do 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. Choi and Mr. Wang that need to be brought to the attention of the Shareholders or the Stock Exchange nor any information that need to be disclosed by the Company pursuant to Rule 13.51(2) of the Listing Rules.

The Board welcomes Mr. Choi and Mr. Wang 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.

### **COMPLIANCE WITH REQUIREMENTS UNDER RULES 3.10(1), 3.10A, 3.21, 3.25 AND 3.27A OF THE LISTING RULES**

Reference is made to the announcement of the Company dated 13 February 2025 in relation to, among others, the Company’s non-compliance with the Listing Rules. Following the appointment of Mr. Choi and Mr. Wang, the Company is in compliance with Rules 3.10(1), 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules.

### **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the shares of the Company on Stock Exchange has been halted with effect from 9:54 a.m. on 21 February 2025 pending the release of an announcement which may constitute inside information of the Company. The Company will make further announcement(s) as appropriate or as required under the Listing Rules and the SFO.

**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, 6 March 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. Choi Wai Hong, Clifford and Mr. Wang Bin as independent non-executive Directors.*