

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**(1) APPOINTMENT OF DIRECTORS;
(2) NON-COMPLIANCE WITH RULES 3.10(1), 3.10A, 3.21
AND 13.92(2) OF THE LISTING RULES; AND
(3) CONTINUED SUSPENSION OF TRADING**

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 the appointment of Mr. Wang Bin (“**Mr. Wang**”) as an independent non-executive Director of the Company and a member of each of the Audit Committee and independent board committee (the “**IBC**”) with effect from 27 August 2026. The biographical details of Mr. Wang are set out below:

Mr. Wang Bin

Mr. Wang Bin, aged 49, 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. 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 was an independent non-executive director of the Company from 6 March 2025 and resigned as an independent non-executive director of the Company on 20 May 2026 due to his other business commitments which require more of his attention and dedication.

Mr. Wang has entered into a letter of appointment with the Company for an initial term of one year commencing on 27 August 2026, 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. Wang has 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 his appointments. To the best knowledge of the Board and save as disclosed above, as at the date of this announcement, Mr. Wang (i) does 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) does 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. 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. Wang for re-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.

NON-COMPLIANCE WITH RULES 3.10(1), 3.10A, 3.21 AND 13.92(2) OF THE LISTING RULES

As disclosed in the Announcements, as a result of the removal of the director of Mr. Chu Pui Ki Dickson and resignations of Ms. Meng, the composition of the Board comprises two executive Directors and two independent non-executive Director 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.

Pursuant to Rules 3.11 and 3.23 of the Listing Rules, the Company should appoint an additional independent non-executive director and a member of the Audit Committee within three months after failing to meet the requirements under Rules 3.10(1), 3.10A and 3.21 of the Listing Rules. The Company is in the process of identifying a suitable candidate for appointment as a new INED and filling the vacancy of a member of the Audit Committee. However, as at the date of this announcement, the Company has not yet complied with Rules 3.10(1), 3.10A and 3.21 of the Listing Rule.

Following the resignation of Ms. Meng as an executive director with effect from 20 January 2026, the Company has a single gender board of directors and in not compliance with Rule 13.92(2) of the Listing Rules. As at the date of this announcement, the Company has not yet complied the Rules 13.92(2) of the Listing Rule.

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
Huang Wenhua
Chairman and Executive Director

Hong Kong, 27 August 2026

As at the date of this announcement, the Board comprises Mr. Huang Wenhua and Mr. Li Runping as executive Directors; and Mr. Ma Siu Kit and Mr. Wang Bin as independent non-executive Director.