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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)

(1) LITIGATION UPDATES;
(2) NON-COMPLIANCE WITH RULES 3.10(1), 3.10A AND 3.21
OF THE LISTING RULES;
AND
(3) CONTINUED SUSPENSION OF TRADING

References are made to the announcements of Aidigong Maternal & Child Health Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 17 January 2025, 5 March 2025, 13 March 2025, 18 March 2025, 30 April 2025, 27 June 2025, 2 July 2025, 7 July 2025 and 20 August 2025 (the “**Announcements**”), in relation to, among others, (1) Ms. Zhu Yufei (“**Ms. Zhu**”)’s disagreement with Guangdong Wanjia regarding the exercise of shareholders rights in Shenzhen Aidigong under the Alleged Entrustment Agreement (the “**Alleged Entrustment Agreement**”) and the related legal proceedings; and (2) the resignation of directors of the Company (“**Directors**”). Unless otherwise stated or the context otherwise requires, capitalised terms in this announcement shall have the same meanings as those defined in the Announcements.

LITIGATION UPDATES

Explanation on the Alleged Entrustment Agreement

The Board hereby provides the shareholders of the Company with the updates regarding the Alleged Entrustment Agreement. As disclosed in the Announcements, Ms. Zhu initiated the Arbitration to resolve the disagreement between her and Guangdong Wanjia (a wholly-owned subsidiary of the Company) regarding the exercise of shareholders rights in Shenzhen Aidigong. She sought to rely on the Alleged Entrustment Agreement, which purportedly indicates that Guangdong Wanjia has irrevocably entrusted its shareholder's rights in respect of its 94.95% equity interests in Shenzhen Aidigong to Ms. Zhu until the outstanding balance of the loans previously provided by Shenzhen Aidigong to the Group is fully repaid.

From November 2024 to July 2025, the management of the Company and its PRC legal counsel made multiple inquiries to Mr. Cheung Wai Kuen ("**Mr. Cheung**"), the former chairman, executive director and Chief Executive Officer of the Company (who, at the time of the execution of the Alleged Entrustment Agreement, served as an executive director of the Company and oversaw the operations of Guangdong Wanjia), regarding the execution of the Alleged Entrustment Agreement. Mr. Cheung stated that he had no knowledge of the existence of the Alleged Entrustment Agreement, had not communicated with Ms. Zhu regarding the matters related to the Alleged Entrustment Agreement, had no authority and had not ever agreed to entrust the shareholder's rights of Guangdong Wanjia to Ms. Zhu, and had no recollection of the existence or execution of the Alleged Entrustment Agreement. Mr. Cheung provided multiple written declarations and responded to lawyers' inquiries reflecting the above circumstances. The relevant contents of the Company's aforesaid announcements were made based on the explanatory statements and interview transcripts signed by Mr. Cheung.

On 19 August 2025, Mr. Cheung sent written explanations of circumstances to the Board issued by Mr. Lan Zhilong ("**Mr. Lan**"), who was the former mainland China head of finance of the Company as of the signing date of the Alleged Entrustment Agreement until he resigned in June 2024, dated 18 August 2025 ("**Mr. Lan's Statement**"), and Mr. Cheung himself dated 19 August 2025 ("**Mr. Cheung's Statement**"), respectively.

According to Mr. Lan's Statement, despite the fact that he previously expressed that he could not recall the circumstances surrounding the Alleged Agreement, Mr. Lan confirmed that, upon reviewing his work records recently, he was personally requested by Mr. Cheung in December 2022 to assume full responsibility for handling the documents related to the previous and subsequent loans, which included the Alleged Entrustment Agreement, as well as the relevant loan agreements, debt transfer agreements and shareholder resolutions, so he coordinated the relevant departments to complete the related tasks according to financial procedures of the Company. Accordingly, Mr. Lan arranged Mr. Huang Jinquan, who was the legal representative of Guangdong Wanjia as at the signing date of the Alleged Entrustment Agreement, to sign the relevant documents and affixed the registered company chop of Guangdong Wanjia.

According to Mr. Cheung's Statement, his recollection of the Entrustment Agreement and shareholder resolutions was vague, and has so far been unable to verify the circumstances under which these documents were executed and stamped. As for Mr. Lan's claim that the signing of the Alleged Entrustment Agreement and other documents was arranged upon Mr. Cheung's request, Mr. Cheung himself stated that his memory on the matter was vague, and that he could only recall Ms. Zhu mentioned to him about the relevant matter over the phone.

The contents of the above statements provided by Mr. Lan and Mr. Cheung are conflicting to the information previously provided to the Company. The Board has promptly contacted Mr. Cheung and other then directors of the Company to verify the actual circumstances and confirm if Ms. Zhu has communicated with any other directors of the Company at the material time. However, as of the date of this announcement, the Board is unable to verify the actual circumstances of the signing of the Alleged Entrustment Agreement. The Board reiterates that the entrustment arrangement pursuant to the Alleged Entrustment Agreement was neither notified, authorised nor approved by the Board. The other then directors of the Company as of the signing date of the Alleged Entrustment Agreement have confirmed that they were completely unaware of the circumstances surrounding the generation and signing of the Alleged Entrustment Agreement at that time, and were never being informed of the actual circumstances of the signing of the agreement after the execution of the Alleged Entrustment Agreement.

The Board considers that, if the Alleged Entrustment Agreement really exists, Ms. Zhu, as the chairman, chief executive officer and executive director of the Company at the date of the Alleged Entrustment Agreement, was well aware that the matters involved in the Alleged Entrustment Agreement are of the high significance to the Company. Moreover, she knew that she had a direct and substantial interest in the execution of the Alleged Entrustment Agreement. Hence, she ought to disclose the nature of her interest to the Board of the Company prior to the execution of the Alleged Entrustment Agreement, sought the review and approval from the Board, as well as complete other decision-making and disclosure procedures required at the listed company level. However, Ms. Zhu failed to disclose the nature of her interest to the Board of the Company nor comply with relevant internal decision-making procedures and disclose relevant information (assuming that the company seal applied and signature are genuine). Furthermore, she failed to inform the Board in time of such execution either before or after the fact. Therefore, the Company did not publish an announcement about the Alleged Entrustment Agreement at the time of its execution. The relevant actions of Ms. Zhu and the unauthorized personnel who facilitated the execution of the Alleged Entrustment Agreement are suspected of having seriously prejudiced the interests of the Company and its shareholders. Based on the disclosure of the aforementioned circumstances, the Group is seeking further legal advice from its legal advisers and reserves the right to take all necessary legal action against the relevant responsible parties.

Updates on the Arbitration, the Litigations, the SZA Arbitration, Withdrawal of the Lawsuit and the SZA Litigation

As disclosed in the Announcements, the first arbitration hearing of the Arbitration was scheduled to be held on 22 August 2025. Following the last-minute application by Ms. Zhu for the recusal of arbitrators, both the presiding arbitrator and the arbitrator appointed by Ms. Zhu have applied to withdraw from the arbitration tribunal. Consequently, the relevant arbitration court has notified the cancellation of the first hearing. On 25 September 2025, the arbitration court has fixed the date for the first hearing to be held on 13 October 2025.

Regarding the Withdrawal of the Lawsuit, since the relevant court was of the view that the relevant withdrawal procedures have been complied with the action initiated by the Group for the return of its registered company chop and other relevant documents has been withdrawn. Nonetheless, the Group retains the right to re-initiate the relevant action and would take all necessary legal actions if and when appropriate. In relation to the Litigation regarding the confirmation on the validity of the Resolution and the Change of Legal Representative, the SZA Arbitration and the SZA Litigation, the proceedings have been suspended.

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

As disclosed in the Announcements, as a result of the resignations of Mr. Shan and Mr. Lee, the composition of the Board comprises four executive Directors and two independent non-executive Directors 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 (i.e. on or before 1 October 2025).

Over the past few months, the Company has been actively identifying suitable candidate(s) to fill the vacancy to ensure re-compliance of the relevant rules as soon as practicable, including making enquiry or approaching potential candidates through various channels. However, identifying a suitable independent non-executive director for the Company is challenging due to several factors, including stringent qualification requirements, required time commitment and devotion in light of the Company's circumstances and the need to ensure compliance with independence criteria.

As additional time is required for the Company to identify suitable candidate and complete the selection, recruitment and nomination procedures, the Company has applied to The Stock Exchange of Hong Kong Limited for a waiver from strict compliance with Rules 3.10(1), 3.10A and 3.21 of the Listing Rules for filling the vacancies. Such waiver application is under process as at the date of this announcement.

The Company will continue to make every effort to finalise the appointments of the independent non-executive director and Audit Committee member as soon as possible. The appointments are targeted to be completed in the fourth quarter of 2025 for compliance with Rules 3.10(1), 3.10A and 3.21 of the Listing Rules.

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, 2 October 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. Chu Pui Ki Dickson and Mr. Wang Bin as independent non-executive Directors.