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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 INDEPENDENT NON-EXECUTIVE DIRECTOR

### RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Aidigong Maternal & Child Health Limited (the “**Company**”) hereby announces that Mr. Lam Chi Wing (“**Mr. Lam**”) has tendered his resignation as an independent non-executive Director, the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) and a member of each the nomination committee of the Company (“**Nomination Committee**”) and the audit committee of the Company (the “**Audit Committee**”) with effect from 13 February 2025 (the “**Resignation**”) due to his other business commitments which require more of his attention and dedication.

Mr. Lam 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 of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company in respect of the Resignation.

The Board would like to express its gratitude to Mr. Lam for his contribution to the Company during his tenure of service.

## **NON-COMPLIANCE WITH THE LISTING RULES**

Pursuant to Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), the Board must include at least three independent non-executive Directors. Pursuant to Rule 3.10A of the Listing Rules, the Board must include independent non-executive directors representing at least one-third of the board. Pursuant to Rule 3.21 of the Listing Rules, the Audit Committee must comprise a minimum of three members. Pursuant to Rule 3.25 of the Listing Rules, the Remuneration Committee must be chaired by an independent non-executive Director. Pursuant to Rule 3.27A of the Listing Rules, the Nomination Committee must comprise a majority of independent non-executive Directors.

As a result of the resignation of Mr. Lam, the composition of the Board comprises four executive Directors, one non-executive Director and two independent non-executive Directors and hence the number of the independent non-executive Directors and the relevant members of each of the Audit Committee, Remuneration Committee and Nomination Committee has fallen below the minimum number required under the aforesaid Rules 3.10(1), 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules.

The Company considers that the failure to meet the requirements of the Listing Rules is 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, pursuant to Rules 3.11, 3.23 and 3.27 of the Listing Rules. 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, 13 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. Wong Yiu Kit, Ernest and Mr. Shan Guoxi as independent non-executive Directors.*