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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) INSIDE INFORMATION  
FURTHER INFORMATION ON THE DELAY IN  
PUBLICATION OF 2024 ANNUAL RESULTS;  
(2) ESTABLISHMENT OF THE INDEPENDENT  
BOARD COMMITTEE;  
(3) CHANGE OF COMPANY WEBSITE; AND  
(4) CONTINUED SUSPENSION OF TRADING**

This announcement is made by Aidigong Maternal & Child Health Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

References are made to the announcements of the Company dated 19 September 2024, 17 January 2025, 5 March 2025, 13 March 2025 and 18 March 2025 (the “**Announcements**”) in relation to, among others, (i) the delay in publication of the 2024 Annual Results and (ii) the Resumption Guidance. Unless otherwise defined or the context otherwise requires, capitalised terms in this announcement shall have the same meanings as defined in the Announcements.

## **FURTHER INFORMATION ON THE DELAY IN PUBLICATION OF THE 2024 ANNUAL RESULTS**

As disclosed in the Announcements, the Company will not be able to publish the 2024 Annual Results on or before 31 March 2025 as the issues outlined in the announcement of the Company dated 17 January 2025 have not been resolved. The Company would like to provide additional background information in relation to the reasons for the delay in the publication of the 2024 Annual Results.

As of the date of this announcement, despite the Change of Legal Representative of and requests from Shenzhen Aidigong, Ms. Zhu Yufei, the previous legal representative of Shenzhen Aidigong, still refused to surrender the relevant documents, including books, records and supporting materials that form part of the Relevant Company Assets, to Shenzhen Aidigong.

With respect to the Change of Legal Representative, as the company chop of Shenzhen Aidigong used by the Group for the Business Registration appeared to be not matching with the specimen copy previously filed with the relevant authority in the PRC (the “**Inconsistency**”), Ms. Zhu Yufei alleged that the company chop used by the Group on the official application form to effect the Change of Legal Representation was falsified and therefore considered the Change of Legal Representative invalid. As a result, Ms. Zhu Yufei did not comply with the request to surrender the Relevant Company Assets. On 6 December 2024, Shenzhen Administration for Market Regulation revoked the Business Registration of the Change of Legal Representative due to the Inconsistency. The Group has consulted its PRC legal adviser regarding the Change of Legal Representative and has been advised that, as the Change of Legal Representative was resolved by all shareholders of Shenzhen Aidigong pursuant to a shareholders’ resolution of Shenzhen Aidigong, the Change of Legal Representative is valid and legitimate, and in compliance with the Company Law of the People’s Republic of China (Revised) and the articles of association of Shenzhen Aidigong.

As the registered company chop of Shenzhen Aidigong has been in Ms. Zhu Yufei's possession, Shenzhen Aidigong has repeatedly issued letters to Ms. Zhu Yufei seeking her cooperation as well as requesting the surrender of the Relevant Company Assets, being the registered company chop, business licence and relevant documents of Shenzhen Aidigong. However, Ms. Zhu Yufei insisted that she considered the Change of Legal Representative invalid and therefore did not comply with Shenzhen Aidigong's request in respect of the surrender of the Relevant Company Assets. As further disclosed in the Announcements, Ms. Zhu Yufei also alleged that Guangdong Wanjia has irrevocably entrusted to her all shareholders' rights vested in its 94.95% shareholding in Shenzhen Aidigong on 26 December 2022 until the full repayment of the outstanding balance of the loans previously made by Shenzhen Aidigong to the Company, pursuant to an alleged entrustment agreement. The Company did not have the entrustment agreement in its records but received subsequently a full unredacted copy of the alleged entrustment agreement on 10 February 2025 as a relevant document which is part of the supporting evidence provided by Ms. Zhu Yufei in the Arbitration. The alleged entrustment agreement appeared to be signed on separate signing pages by Ms. Zhu Yufei, and the then legal representative of Guangdong Wanjia (the "Signatory"), and stamped with the company chop of Guangdong Wanjia. Upon the Company management's enquiry, the Signatory advised that the signature on the alleged entrustment agreement appeared to be his signature but he had no recollection of signing the alleged entrustment agreement. Moreover, he indicated to the Company's management that he was in Dongguan during December 2022, including the specific date of the alleged agreement, whereas the alleged agreement stated that the execution location was Shenzhen, which was inconsistent with the actual location of the Signatory then. The Company's administrative manager who managed the use of Guangdong Wanjia's chop independently at the material time also did not have any record of its being used for a particular purpose including the entrustment agreement.

As of the date of this announcement, Ms. Zhu Yufei and Shenzhen Aidigong's chief financial officer still refused to cooperate and respond to and/or provide the necessary financial information on Shenzhen Aidigong and its subsidiaries to the Auditors for annual audit and preparation of the 2024 Annual Results purposes, on the basis that if there are reasonable grounds to believe that a shareholder has improper purpose in reviewing the accounting books and records, which may damage the legitimate interests of a company, the company may refuse to provide the relevant documents for reviewing. Nonetheless, the Company is of the view that the review of the accounting books and records to conduct the annual audit and publish the 2024 Annual Results pursuant to the Listing Rules is a legitimate ground to review the relevant documents, and in the interest of the Group and the Shareholders as a whole.

Given the above unresolved issues, particularly in the absence of the financial documents and relevant supporting materials from Shenzhen Aidigong and its subsidiaries, which are the major operating subsidiaries of the Company, the Auditor, as of the date of this announcement, has not been able to commence fieldwork and complete the annual audit of the Company's financial statements and its consolidated results for the year ended 31 December 2024. For these reasons, the publication of the 2024 Annual Results have been delayed.

The expected date of the publication of the 2024 Annual Results will need to be further agreed with the Auditor upon resolving the above issues, and a separate announcement will be made by the Company as and when appropriate.

## **ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE**

The Board has resolved to establish an independent board committee (“**IBC**”), comprising three independent non-executive Directors, Mr. Shan Guoxin, Mr. Choi Wai Hong Clifford and Mr. Wang Bin, to look into the issues including but not limited to those outlined in the Announcements, namely (a) the Matters; (b) the suspected forgery of chop/document; and (c) the alleged falsification with respect to the Change of Legal Representative; and to deal with any other matters that the Board may from time to time determine. Mr. Wang Bin has been appointed as the chairman of the IBC. The IBC may engage other professional advisers to assist in its independent investigation.

The Company will make further announcements as and when appropriate.

## **CHANGE OF COMPANY WEBSITE**

The website address of the Company is changed to <http://www.adg00286.hk/> with effect from the date of this announcement.

## **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 Chief Executive Officer*

Hong Kong, 2 April 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. Shan Guoxin, Mr. Choi Wai Hong Clifford and Mr. Wang Bin as independent non-executive Directors.*