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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) QUARTERLY UPDATE ON RESUMPTION PROGRESS;
(2) LITIGATION UPDATES;
(3) REQUISITION NOTICE FOR
CONVENING A SPECIAL GENERAL MEETING; 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, 13.24A and 13.49(6) 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 announcement of the Company dated 17 January, 5, 13, 18 March, 2, 30 April, 20 August, and 2 October 2025, (collectively, the “**Announcements**”) in relation to, among others, (i) the guidance for the resumption of trading in the Shares set by the Stock Exchange (the “**Resumption Guidance**”); (ii) quarterly updates on the resumption of trading of the shares of the Company; and (iii) the legal proceedings in relation to, among others, the alleged debt due to Shenzhen Aidigong and Ms. Zhu Yufei’s disagreement with Guangdong Wanjia regarding the exercise of shareholders rights in Shenzhen Aidigong. Unless otherwise defined or the context otherwise requires, capitalised terms in this announcement shall have the same meanings as those defined in the Announcements.

QUARTERLY UPDATE ON RESUMPTION PROGRESS

Business operations

The Group has continued business operations notwithstanding the suspension of trading in the Shares on the Stock Exchange.

Update on the 2024 Annual Results and annual report

The Company is still in the progress of obtaining the necessary financial information on Shenzhen Aidigong and its subsidiaries for the Auditors to conduct the annual audit and prepare the 2024 Annual Results. The expected dates of the publication of the 2024 Annual Results and the annual report for the year ended 31 December 2024 will need to be further agreed with the Auditors, and a separate announcement will be made by the Company as and when appropriate.

Update on resumption progress

The Company remains committed to working towards the resumption of trading in the Shares. As disclosed in the Announcements, the Company encountered difficulties in obtaining relevant documents relating to Shenzhen Aidigong, which have delayed finalizing the scope of the independent forensic investigation into the Matters and the independent internal control review. Meanwhile, the Company continues to engage in discussions with its professional advisers to explore opportunities and formulate a comprehensive and viable resumption proposal to address the matters set out in the Resumption Guidance.

The Company is also reviewing the composition of the Board and will take appropriate steps to fulfill the requirements under Rules 3.10(1), 3.10A and 3.21 of the Listing Rules.

The Company has been working, and will continue to work closely with all relevant parties towards the resumption of trading in its shares and will keep shareholders and potential investors informed of progress on fulfilling the Resumption Guidance.

LITIGATION UPDATES

On 15 November 2025, the Company received from Guangdong Wanjia (a wholly-owned subsidiary of the Company) a notice of arbitration from Dongguan Arbitration Commission (“**DAC**”) in relation to an arbitration application filed by 東莞農村商業銀行股份有限公司 東聯支行 (“**DRCB**”) against Guangdong Wanjia (as the borrower), and the following seven guarantors as defendants, namely (1) Guangdong Tongjia; (2) the Company; (3) Dongguan Dongdi Health Industry Company Limited*; (4) Mr. Cheung; (5) Mr. Cheung Wai Biu; (6) Ms. Cheung Sui Yu; and (7) Shenzhen Aidigong. Pursuant to the said notice of arbitration, DRCB applied for the DAC for a ruling to order Guangdong Wanjia, being the borrower, to repay DRCB (i) the outstanding principal amount of the loan of approximately RMB11.4 million pursuant to a loan agreement dated 31 August 2023 entered into between Guangdong Wanjia and DRCB (the “**DRCB Loan**”); and (ii) outstanding accrued interest under the DRCB Loan of approximately RMB12.5 million, and the guarantors shall be jointly and severally liable for the said sums owed by Guangdong Wanjia to DRCB.

On 18 November 2025, the Company further received from Guangdong Wanjia a notice of arbitration from Guangzhou Arbitration Committee (“**GAC**”) in relation to an arbitration application filed by DRCB against Guangdong Wanjia. Pursuant to the said notice of arbitration, as Guangdong Wanjia and DRCB entered into pledge agreements dated 9 September 2022 and 12 September 2022 (as supplemented by a supplemental agreement dated 23 June 2025) where Guangdong Wanjia had pledged the 94.95% shareholding interest of Shenzhen Aidigong held by it in favour of DRCB as securities for the DRCB Loan, DRCB applied for the GAC for a ruling to order Guangdong Wanjia to put the 94.95% shareholding interest of Shenzhen Aidigong held by Guangdong Wanjia on auction or sale to fulfill the payment obligation of Guangdong Wanjia to DRCB in respect of the outstanding DRCB Loan and respective accrued interest.

The Company is currently seeking legal advice in respect of the claims under the arbitrations above. As the outcome of the arbitrations is uncertain, the Group will make further announcements as and when appropriate in compliance with the Listing Rules.

REQUISITION NOTICE FOR CONVENING A SPECIAL GENERAL MEETING

On 13 November 2025, the Company received a written requisition (the “**Requisition Notice**”) from a group of shareholders, namely Zhu Yufei, Hongchang International Investment Limited, Hongyuan Investment Limited, Huang Zhengbo, Wang Chong, Chen Zhiyu, Yang Fan, Dunman Capital Global Limited, Wei Lai and, Li Shuo (collectively, the “**Requisitionists**”), being purported holders of an aggregate 19,315,758 ordinary shares of the Company, representing approximately 10.05% of the issued share capital of the Company as at the date of the deposit of the Requisition Notice, requesting the Board to convene a special general meeting (the “**SGM**”) for considering and, if thought fit, passing the following resolutions (the “**Requisition**”) as ordinary resolutions:

1. THAT Mr. Wenhua HUANG be and is removed as a director of the Company with immediate effect upon the passing of this resolution.
2. THAT Ms. Yufei ZHU be and is appointed as an executive director of the Company with immediate effect upon the passing of this resolution.
3. THAT Mr. Jiang LIN be and is removed as a director of the Company with immediate effect upon the passing of this resolution.
4. THAT Ms. Lin YU be and is appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution.
5. THAT Mr. Runping LI be and is removed as a director of the Company with immediate effect upon the passing of this resolution.
6. THAT Ms. Jun WANG be and is appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution.
7. THAT Ms. Lijia MENG be and is removed as a director of the Company with immediate effect upon the passing of this resolution.
8. THAT Mr. Yanbo JIANG be and is appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution.

9. THAT Mr. Bin WANG be and is removed as a director of the Company with immediate effect upon the passing of this resolution.
10. THAT Pui Ki Dickson CHU be and is removed as a director of the Company with immediate effect upon the passing of this resolution.
11. THAT, save for those directors of the Company that may be appointed pursuant to resolutions numbered (2), (4), (6) and (8) above, all existing directors of the Company that may be appointed up to and including the time immediately before the SGM be removed with immediate effect upon the passing of this resolution.
12. THAT any one or more of the director(s) or the secretary of the Company be and is/ are hereby authorized to do all such acts and things and execute and deliver all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the aforementioned resolutions and to attend to any necessary registration and/or filing for and on behalf of the Company, and THAT the registered office provider of the Company be and is hereby authorized to update the register of directors and officers of the Company in respect of the above-mentioned appointment and removal of directors of the Company, and arrange for the requisite filing in Bermuda.
13. THAT an independent international law firm or other international professional firm be engaged to conduct an independent investigation, and to advise and report to the board of directors of the Company, on any breach of laws, rules and regulations on the part of the Company and/or the then directors of the Company and/or their respective associates, in respect of (i) the Placing (as defined in the Company's circular dated 10 July 2024); (ii) change of legal representative of Shenzhen Aidigong Maternity Health Management Co., Ltd.* (深圳愛帝宮母嬰健康管理有限公司), a subsidiary of the Company, from Ms. Yufei ZHU to Ms. Aier WANG in or around August 2024 and the suspected forgery of chop/document (as referred to in the Company's announcements dated 19 September 2024, 17 January 2025 and 2 April 2025, etc.); and (iii) any withholding or non-disclosure of inside information of the Group especially during the Placing period.
14. THAT the board of directors of the Company be and is hereby requested to diligently fulfill all the resumption guidance as set out in the Company's announcements dated 13 March 2025 and 4 July 2025, respectively.

Pursuant to bye-law 58 of the Bye-laws, shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or Secretary of the Company, to require a special general meeting to be called by the Board. If, within 21 days from the date of the Requisition, the Board fails to proceed to convene such meeting, the Requisitionists themselves may do so in accordance with the provisions of section 74(3) of the Bermuda Companies Act.

The Board is now in course of obtaining legal advice in respect of the legality and procedural regularity of the Requisition. The Company will make further announcement(s) in respect of the Requisition as and when appropriate, and the Board will, if appropriate, convene the special general meeting for the purpose of considering, and if thought fit, passing the relevant proposed resolutions and despatch a circular containing details of such resolutions together with a notice of the special general meeting to the Shareholders in accordance with the applicable requirements under Bermuda law, the Listing Rules and the Bye-laws.

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, 20 November 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; and Mr. Chu Pui Ki Dickson and Mr. Wang Bin as independent non-executive Directors.