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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) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- (4) CHANGE IN COMPOSITION OF BOARD COMMITTEES;**
- (5) NON-COMPLIANCE WITH RULES 3.10(1), 3.10A, 3.21 AND 13.92(2) OF THE LISTING RULES; AND**
- (6) 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, 27 June, 20 August, 2 October, 20 November 2025, 26 January 2026 and 20 February 2026 (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.

In view of the limited cash balance of the Company, the Company has continued to explore opportunities to replenish its cash balance. However, as at the date of this announcement, the Company had not yet identified any feasible fundraising opportunities.

Update on the annual results and annual report for the year ended 31 December 2024 and 2025

As disclosed in the Announcements, the Company encountered difficulties in obtaining documents relating to Shenzhen Aidigong.

As at the date of this announcement, the Company has not yet received any financial information in relation to Shenzhen Aidigong, being the major subsidiary of the Company. As such, the Company may not determine the timetable for the publication of annual results and annual report for the year ended 31 December 2024 and 2025. Further announcements will be made by the Company as and when appropriate in the event of any expected dates of the publication of the annual results and annual report for the year ended 31 December 2024 and 2025 are determined.

Appointment of independent forensic investigator

Despite the Company encountered difficulties in obtaining relevant documents relating to Shenzhen Aidigong, on 19 March 2026, the IBC has engaged Citylinkers Corporate Advisory Services Limited, an independent forensic accountant, to conduct forensic investigation into, among others, the Matters and other relevant allegations, and prepare a report of findings to the IBC.

LITIGATION UPDATES

Updates on Arbitration, Litigation, Shenzhen Aidigong Arbitration, Withdrawal of Litigation and Shenzhen Aidigong Litigation

As disclosed in the Announcements, the lawsuit concerning the validity of the Resolution and the Change of Legal Representative was heard in Shenzhen Futian People's Court on 23 March 2026 and up to this announcement, the Court has not yet issued a judgment.

Regarding to the arbitration, the Arbitration court has fixed the date of the Arbitration for the first hearing to be held on 13 October 2025. On 30 April 2026, the Company received a letter from the arbitration court, pursuant to which the deadline for the making of the judgement was extended to 1 June 2026.

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

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board of Company hereby announces that Mr. Wang Bin (“**Mr. Wang**”) has tendered his resignation as an independent non-executive Director and a chairman of each of the remuneration committee of the Company (the “**Remuneration Committee**”), the nomination committee of the Company (the “**Nomination Committee**”) and a member of each of the audit committee of the Company (the “**Audit Committee**”) and IBC of the Company with effect from 20 May 2026 (the “**Resignation**”) due to his other business commitments which require more of his attention and dedication.

Mr. Wang 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. Wang for his contribution to the Company during his tenure of service.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

Following the resignation of the independent non-executive director (the “**INED**”), Mr. Wang ceased to be an INED, a member of each of the audit committee (the “**Audit Committee**”) and IBC, and a chairman of each of the remuneration committee (the “**Remuneration Committee**”), the nomination committee (the “**Nomination Committee**”) of the Company with effect from 20 May 2026.

The Board also announces that with effect from 20 May 2026, Mr. Li Runping, an executive Director, has been appointed as the chairman of each of the Remuneration Committee and Nomination Committee; Mr. Huang Wenhua, an executive Director, has been appointed as a member of each of the Remuneration Committee and Nomination Committee.

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 and Mr. Wang, the composition of the Board comprises two executive Directors and one 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 the 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, 20 May 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 as independent non-executive Director.