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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) RESIGNATION OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR; (2) APPOINTMENT OF DIRECTORS; AND  
(3) CHANGES IN COMPOSITION OF BOARD  
COMMITTEES**

The Board announces that, with effect from 5 December 2022:

- Mr. Lam Chi Wing has resigned as an independent non-executive Director and ceased to be a member of each of the Nomination Committee, the Remuneration Committee and the Audit Committee of the Company;
- Ms. Meng Lijia has been appointed as an executive Director;
- Mr. Guo Qifei has been appointed as a non-executive Director; and
- Mr. Huang Wenhua has been appointed as an independent non-executive Director and a member of each of the Nomination Committee, the Remuneration Committee and the Audit Committee.

This announcement is made by Aidigong Maternal & Child Health Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) in accordance with Rule 13.51(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Group announces that Mr. Lam Chi Wing (“**Mr. Lam**”) has tendered his resignation as an independent non-executive Director with effect from 5 December 2022 due to his other business commitments which require more of his attention and dedication (the “**Resignation**”).

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 and the shareholders of the Company (the “**Shareholders**”) 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.

## **APPOINTMENT OF EXECUTIVE DIRECTOR**

The Board announces that Ms. Meng Lijia (“**Ms. Meng**”) has been appointed as an executive Director with effect from 5 December 2022.

The biographical details of Ms. Meng are as follows:

Ms. Meng, aged 33, obtained a bachelor's degree in laws from Guangzhou University (廣州大學) in June 2012 and a master's degree in laws from Southwest University of Political Science & Law (西南政法大學) in December 2018. Ms. Meng previously worked in King & Wood Mallesons Beijing (北京市金杜(深圳)律師事務所) and is currently working in Beijing Jincheng Tongda & Neal (Shenzhen) Law Firm (北京金誠同達(深圳)律師事務所) as a lawyer. She has many years of experience in the legal field.

To the best knowledge of the Board and save as disclosed above, as at the date of this announcement, Ms. Meng (i) does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company; (ii) did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**Securities and Futures Ordinance**”); (iv) does not hold any other positions with the Company or other members of the Group; and (v) does not have other major appointment or professional qualification.

Ms. Meng has entered into a service contract with the Company for an initial term of one year commencing on 5 December 2022, which shall continue thereafter subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the bye-laws of the Company (the “**Bye-laws**”), unless and until terminated by either Ms. Meng or the Company giving to the other party not less than one month’s notice in writing. Ms. Meng shall hold office until the next following annual general meeting of the Company and be eligible for re-election in accordance with the Bye-laws. According to the terms of appointment, an annual director’s fee of HK\$150,000 will be payable to Ms. Meng and is subject to review by the Board and the remuneration committee of the Board (the “**Remuneration Committee**”) from time to time. The remuneration was determined by the Board with reference to her duties and responsibilities as well as her qualifications, experience and the prevailing market conditions.

## **APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

The Board announces that Mr. Guo Qifei (“**Mr. Guo**”) has been appointed as a non-executive Director with effect from 5 December 2022.

The biographical details of Mr. Guo are as follows:

Mr. Guo, aged 39, obtained a master's degree in International Banking and Finance from Lingnan University in Hong Kong in 2007. Since 2018, Mr. Guo has been a partner of Suntek Financial Investment Company Limited, an affiliated company of Suntek Global Growth Fund SPC - Suntek Global Growth Fund Number One SP which is a Shareholder of the Company. He has over ten years of experience in investment and financing, particularly international mergers and acquisitions and financial and major project investment business. Mr. Guo has extensive experience in managing and coordinating mainland and overseas investment resources, and has an extensive investment network.

To the best knowledge of the Board and save as disclosed above, as at the date of this announcement, Mr. Guo (i) does not have any other relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company; (ii) did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (iv) does not hold any other positions with the Company or other members of the Group; and (v) does not have other major appointment or professional qualification.

Mr. Guo has entered into a service contract with the Company for an initial term of one year commencing on 5 December 2022, which shall continue thereafter subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws, unless and until terminated by either Mr. Guo or the Company giving to the other party not less than one month’s notice in writing. Mr. Guo shall hold office until the next following annual general meeting of the Company and be eligible for re-election in accordance with the Bye-laws. According to the terms of appointment, Mr. Guo is not entitled to any director’s fee pursuant to his service contract and is not entitled to any other emoluments for holding office as a non-executive Director.

## APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Huang Wenhua (“**Mr. Huang**”) has been appointed as an independent non-executive Director with effect from 5 December 2022.

The biographical details of Mr. Huang are as follows:

Mr. Huang, aged 45, obtained a master's degree in management from Sun Yat-sen University (中山大學) in 2005. Mr. Huang is an experienced management consultant. He has extensive experience in corporate strategic management, organizational operation management, marketing management and human resource management. He has provided management consulting services to dozens of companies.

To the best knowledge of the Board and save as disclosed above, as at the date of this announcement, Mr. Huang (i) does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company; (ii) did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (iv) does not hold any other positions with the Company or other members of the Group; and (v) does not have other major appointment or professional qualification.

Ms. Huang has entered into a letter of appointment with the Company for an initial term of one year commencing on 5 December 2022, which shall continue thereafter subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Bye-laws, unless and until terminated by either Mr. Huang or the Company giving to the other party not less than one month's notice in writing. Mr. Huang shall hold office until the next following annual general meeting of the Company and be eligible for re-election in accordance with the Bye-laws. According to the letter of appointment, an annual director's fee of HK\$150,000 will be payable to Mr. Huang and is subject to review by the Board and the Remuneration Committee from time to time. The remuneration was determined by the Board with reference to his duties and responsibilities as well as his qualifications, experience and the prevailing market conditions.

Mr. Huang confirmed that he has met the independence criteria as set out in Rule 3.13 of the Listing Rules.

To the best knowledge of the Board and save as disclosed above, there are no other matters and information in relation to the appointment of Ms. Meng, Mr. Guo and Mr. Huang that need to be brought to the attention of the Shareholders or the Stock Exchange nor any information that need to be disclosed by the Company pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules.

The Board welcomes Ms. Meng, Mr. Guo and Mr. Huang for joining the Board.

## CHANGES TO THE COMPOSITION OF BOARD COMMITTEES

Upon Mr. Lam's resignation as an independent non-executive Director with effect from 5 December 2022, he ceased to be a member of each of the Remuneration Committee, nomination committee of the Board (the "**Nomination Committee**") and the audit committee of the Board (the "**Audit Committee**"), and, with effect from 5 December 2022, Mr. Huang has been appointed as a member of each of the Remuneration Committee, Nomination Committee and the Audit Committee.

By Order of the Board

**Aidigong Maternal & Child Health Limited**

**Zhu Yufei**

*Chairman*

Hong Kong, 5 December 2022

*As at the date of this announcement, the Board comprises Ms. Zhu Yufei, Mr. Cheung Wai Kuen, Mr. Lin Jiang, Mr. Li Runping and Ms. Meng Lijia as executive Directors; Mr. Guo Qifei as non-executive Director; and Ms. Yu Lin, Mr. Wong Yiu Kit, Ernest and Mr. Huang Wenhua as independent non-executive Directors.*