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)

INSIDE INFORMATION
(1) UPDATE ON LITIGATION CONCERNING THE VALIDITY OF THE RESOLUTIONS;
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(3) 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 announcements of the Company dated 19 September 2024, 17 January 2025, 5 March 2025, 13 March 2025, 2 April 2025, 30 April 2025, 27 June 2025, 2 October 2025, 20 November 2025, 20 February 2026, 20 May 2026, 27 May 2026 and 4 August 2026 (collectively referred to as the "**Announcements**").

Unless otherwise defined or the context otherwise requires, capitalised terms in this announcement shall have the same meanings as those defined in the Announcements.

UPDATE ON LITIGATION CONCERNING THE VALIDITY OF THE RESOLUTIONS

The shareholders of Shenzhen Aidigong passed a resolution on 23 August 2024 to appoint Ms. Wang Aier to replace Ms. Zhu Yufei ("**Ms. Zhu**") as the executive director and legal representative of Shenzhen Aidigong

On 10 September 2024, the shareholders of Shenzhen Aidigong unanimously passed the written resolutions to, among other things (i) set up a board of directors with three board members and cancel the post of executive director, and that the chairman of the board of directors of Shenzhen Aidigong (the "**Shenzhen Aidigong Board**") shall be the legal representative of Shenzhen Aidigong; (ii) appoint Ms. Wang Aier, Ms. Wang Xiaotong, and Mr. He Wei as the directors of Shenzhen Aidigong; (iii) adopt the amended articles of association of Shenzhen Aidigong.

On the same day, among other things, the Shenzhen Aidigong Board elected Ms. Wang Aier as the chairman of the Shenzhen Aidigong Board.

The resolutions passed by the shareholders of Shenzhen Aidigong on 23 August 2024 and 10 September 2024 and the resolutions passed by the Shenzhen Aidigong Board on 10 September 2024 are collectively referred to in this announcement as the "Resolutions".

As disclosed in the Announcements, the validity of the Resolutions has been challenged by Ms. Zhu and as a result, she refused to step down as the legal representative of Shenzhen Aidigong and refused to return the Relevant Company Assets to the Company.

Guangdong Wanjia, a wholly owned subsidiary of the Company and a 94.95% shareholder of Shenzhen Aidigong, therefore initiated a lawsuit in Futian People's Court in Shenzhen (the "**Court**"), seeking the following legal remedies:

(i) a confirmation that the resolution passed by the shareholders of Shenzhen Aidigong on 23 August 2024 is legally effective;

(ii) a confirmation that the resolutions passed by the shareholders of Shenzhen Aidigong on 10 September 2024 are legally effective;

(iii) a confirmation that the resolutions passed by Shenzhen Aidigong Board on 10 September 2024 are legally effective;

(iv) a confirmation that the company chop used by Shenzhen Aidigong in the Business Registration on 27 August 2024 is legally binding on Shenzhen Aidigong;

(v) a confirmation that Ms. Wang Aier is the legal representative of Shenzhen Aidigong;

(vi) Shenzhen Aidigong be ordered to implement business registration procedures to change the legal representative to Ms. Wang Aier; and

(vii) Shenzhen Aidigong be ordered to bear all litigation expenses for this litigation.

Ms. Zhu as a third party to the lawsuit seeks the following remedies:

(i) a confirmation that the resolutions passed by the shareholders of Shenzhen Aidigong on 15 July 2024 are ineffective;

(ii) a confirmation that the resolution passed by the shareholders of Shenzhen Aidigong on 23 August 2024 is ineffective;

(iii) a confirmation that the resolutions passed by the shareholders of Shenzhen Aidigong on 10 September 2024 are ineffective;

(iv) a confirmation that the resolutions passed by the Shenzhen Aidigong Board on 10 September 2024 are ineffective;

(v) a confirmation that the resolutions passed by the shareholders of Shenzhen Aidigong on 11 March 2025 are ineffective;

(vi) a confirmation that the company chop used by Shenzhen Aidigong in the Business Registration on 27 August 2024 does not bind Shenzhen Aidigong;

(vii) a confirmation that Ms. Zhu is the legal representative of Shenzhen Aidigong;

(viii) an order that before Guangdong Wanjia has repaid its debt due to Shenzhen Aidigong and that the repayment is confirmed by Shenzhen Aidigong in writing, Guangdong Wanjia cannot exercise its rights as a shareholder of Shenzhen Aidigong under the Alleged Entrustment Agreement either by itself or through any person other than Ms. Zhu, including not to implement any business registration procedures of Guangdong Wanjia; and

(ix) Guangdong Wanjia be ordered to bear all litigation expenses for this litigation.

Judgement

On 5 August 2026, the Court passed its judgement, and the Company was informed by Guangdong Wanjia that it received the judgement on 24 August 2026.

The Court stated the following in the judgement:

The Shenzhen Court of International Arbitration (the "**SCIA**") has already ruled that the Alleged Entrustment Agreement is not valid. The shareholders resolutions passed on 15 July, 23 August, 10 September 2024 and 11 March 2025 were signed by all the two shareholders of Shenzhen Aidigong. The matters covered by the relevant resolutions are within the areas permitted by the Company Act and the articles of association of Shenzhen Aidigong. There is no evidence to support any allegation that (i) the shareholders meetings have not been convened; (ii) no resolution has been voted upon; (iii) the meetings were inquorate; or (iv) the votes in support of the relevant resolutions did not meet the legal requirements or the requirements under the articles of association of Shenzhen Aidigong. The relevant shareholders resolutions are therefore valid.

The resolutions passed by the Shenzhen Aidigong Board on 10 September 2024 comply with the requirements of the Company Act and the articles of association of Shenzhen Aidigong in terms of procedures and contents, and there does not exist any procedural irregularity or circumstance which may render the resolutions ineffective. The board resolutions are therefore valid.

On Guangdong Wanjia's request for confirmation on matters concerning identity of legal representative, the Court is of the view that since the relevant shareholders resolutions are valid for reasons set out above, it is not necessary for the Court to confirm the validity of a specific part of the Resolutions.

The Court also stated in the judgement that the implementation of business registration procedures based on valid shareholders resolutions and applicable law is a matter of corporate governance, and the judicial authority should not intervene.

On the registered company chop, it is an important asset of Shenzhen Aidigong. While Ms. Zhu was still the legal representative of Shenzhen Aidigong, it was not a problem for her to take possession of it. However, after Ms. Zhu was removed as the legal representative of Shenzhen Aidigong, she should hand over the registered company chop to Shenzhen Aidigong. Instead of taking legal action for the return of the registered company chop, Shenzhen Aidigong reported the loss of the registered company chop on newspapers, and made a new company chop without proper registration before using it, resulting in the business registration procedures concerning the change of legal representative revoked by the Shenzhen Administration for Market Regulation. As the relevant administrative case is still being reviewed, the Court would not pass judgement on the request by Guangdong Wanjia concerning the company chop.

In short, the Court ruled that the Resolutions are valid. All other requests by Guangdong Wanjia are denied.

All the requests by Ms. Zhu are denied.

Any appeal of the judgement should be filed within 15 days of the date of service of the judgement. As at the date of this announcement, the Company is not aware of any appeal being filed.

UPDATE ON THE SZA LITIGATION

As disclosed in the Announcements, Shenzhen Aidigong has initiated a lawsuit against Guangdong Wanjia for decisions that Guangdong Wanjia shall pay to Shenzhen Aidigong (i) the damages which tentatively amounts to approximately RMB16.7 million; and (ii) the preservation fees, guarantee fees and legal fees and other costs and expenses in relation to the SZA Litigation.

It was alleged that (i) since the release of news concerning the actions taken by Guangdong Wanjia against Ms. Zhu, including, among other things, the business registration procedures regarding the Change of Legal Representative on 27 August 2024, Shenzhen Aidigong has incurred order refunds of approximately RMB29.9 million, with the current refunded amount of approximately RMB16.7 million; and (ii) Guangdong Wanjia infringed the legitimate rights and interests of Shenzhen Aidigong and should bear corresponding liabilities for compensation.

Ruling

The Court passed its ruling on 28 August 2026, and the Company was informed by Guangdong Wanjia that it received the ruling on the same day.

Based on the judgement of the SCIA that the Alleged Entrustment Agreement is not valid and based on the judgement of the Court in the separate case mentioned above, the Court noted that Ms. Zhu is no longer the legal representative of Shenzhen Aidigong after the passing of the shareholders resolution on 23 August 2024. As such, she cannot represent Shenzhen Aidigong. The use of company chop of Shenzhen Aidigong on the writ and the power of attorney does not represent the mind of Shenzhen Aidigong, as the company chop is under the control of Ms. Zhu, who is no longer the legal representative of Shenzhen Aidigong.

The Court rejected the litigation initiated by Shenzhen Aidigong.

Any appeal of the ruling should be filed within 10 days of the date of service of the ruling. As at the date of this announcement, the Company is not aware of any appeal being filed.

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, 3 September 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 and Mr. Wang Bin as independent non-executive Director.