

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in AID Life Science Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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AID Life Science Holdings Limited
(滙友生命科學控股有限公司)*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8088)

**(I) MAJOR TRANSACTION
IN RELATION TO THE DISPOSAL OF
AID PARTNERS AUTONOMOUS GP LTD.; AND
(II) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of AID Life Science Holdings Limited to be held at 7/F., Nexus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 10 July 2020 at 11:30 a.m. (the “EGM”) is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend and vote at the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at 17M/F., Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Information” page for at least 7 days from the date of its posting and the website of the Company at www.8088inc.com.

PRECAUTIONARY MEASURES FOR THE EGM

Measures being taken for prevention and control of the spread of the coronavirus pandemic at the EGM, including but not limited to:

- compulsory body temperature checks
- compulsory wearing of surgical face masks
- no refreshments or drinks will be served

Any person who does not comply with the precautionary measures may be denied entry into the EGM venue. The Company requires attendees to wear surgical face masks and reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.

* For identification purposes only

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CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the EGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the EGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the EGM venue or be required to leave the EGM venue.
- (ii) The Company requests attendees to wear surgical face masks inside the EGM venue at all times, and to maintain a safe distance between seats.
- (iii) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue in order to ensure the safety of the attendees at the EGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. As an alternative, by using forms of proxy with voting instructions inserted, Shareholders may appoint the Chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms or expressions shall have the meanings set out below:

“Board”	the board of Directors
“Business Day(s)”	a day other than a Saturday, Sunday or public holiday on which banks in Hong Kong are generally open for business throughout their normal business hours
“Company”	AID Life Science Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM of the Stock Exchange (stock code: 8088)
“Completion”	completion of the sale and purchase of the Sale Share in accordance with the terms and conditions of the Disposal Agreement
“Completion Date”	a date on which Completion shall take place, which should not be later than the Long Stop Date
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company for the time being
“Disposal”	the disposal of the Sale Share pursuant to the terms and conditions of the Disposal Agreement
“Disposal Agreement”	the sale and purchase agreement dated 26 May 2020 in relation to the Disposal entered into between the Vendor and the Purchaser
“EGM”	the extraordinary general meeting of the Company to be convened and held at 7/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 10 July 2020 at 11:30 a.m. to approve the Disposal Agreement and the transactions contemplated thereunder
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“General Partner”	AID Partners Autonomous GP Ltd., a company incorporated in the Cayman Islands with limited liability
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and any of its connected persons
“Latest Practicable Date”	19 June 2020, being the latest practicable date for ascertaining certain information referred to in this circular prior to the printing of this circular
“Long Stop Date”	17 July 2020, or such other time and date as may be agreed between the Vendor and the Purchaser
“Partnership”	a Cayman Islands exempted partnership registered under the Exempted Limited Partnership Law, 2014 (as amended) of the Cayman Islands with the Registrar of Exempted Limited Partnerships in the Cayman Islands, for which the General Partner acts as the general partner
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Purchaser”	Vantage Elite Holdings Limited, a company incorporated in Samoa and the purchaser of the Sale Share under the Disposal Agreement
“Sale Share”	1 ordinary share with a nominal value of US\$1.00 in the share capital of the General Partner
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of US\$0.002 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the GEM Listing Rules
“US\$”	United States dollars, the lawful currency of the United States of America

DEFINITIONS

“US Company”	Zoox, Inc., a company incorporated in the United States of America with limited liability, in which the Group owns 5,813,870 series A preferred stocks (representing approximately 1.82% of the enlarged share capital of the US Company on the assumption that all the convertible securities of the US Company (including the series A preferred stocks) are fully converted into common stocks of the US Company)
“Vendor”	New Earn Investments Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company
“%”	per cent.

Note: Unless otherwise specified herein, amounts denominated in US\$ in this circular have been translated, for the purpose of illustration only, into Hong Kong dollar amounts using the rate of HK\$7.8 = US\$1.00. No representation is made that any amount in US\$ or HK\$ could have been or could be converted at the above rates or at any other rates at all.

LETTER FROM THE BOARD

AID
LIFE SCIENCE
AID Life Science Holdings Limited
(滙友生命科學控股有限公司)*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8088)

Executive Directors:

Chan Suet Ngan

Hu Kenneth

Independent non-executive Directors:

Yuen Kwok On

Matsumoto Hitoshi

Yau Chung Hang

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal place of business in Hong Kong:

22/F., New World Tower II

18 Queen's Road Central

Central, Hong Kong

23 June 2020

*To the Shareholders and the holders
of the outstanding Options of the Company*

Dear Sir or Madam,

**(I) MAJOR TRANSACTION
IN RELATION TO THE DISPOSAL OF
AID PARTNERS AUTONOMOUS GP LTD.; AND
(II) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 26 May 2020 in relation to the Disposal of the entire issued share capital in the General Partner. The purpose of this circular is to provide the Shareholders with further information on the Disposal and other information as required under the GEM Listing Rules.

On 26 May 2020 (after trading hours), the Vendor and the Purchaser entered into the Disposal Agreement, pursuant to which the Vendor conditionally agreed to sell and the Purchaser conditionally agreed to purchase the entire issued share capital in the General Partner at a consideration of US\$270,000 (equivalent to approximately HK\$2.1 million).

* For identification purposes only

LETTER FROM THE BOARD

MAJOR TERMS OF THE DISPOSAL AGREEMENT

Date

26 May 2020 (after trading hours)

Parties

Vendor: New Earn Investments Limited, an indirect wholly-owned subsidiary of the Company

Purchaser: Vantage Elite Holdings Limited, a company incorporated in Samoa with limited liability

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, the Purchaser and its ultimate beneficial owner are Independent Third Parties.

Assets to be disposed of

Pursuant to the Disposal Agreement, the Company conditionally agreed to sell and the Purchaser conditionally agreed to purchase the Sale Share, representing the entire equity interest in the General Partner, free from all encumbrances and together with all rights then or thereafter attaching thereto including all dividends or distributions which may be paid, declared or made in respect thereof at any time on or after the date of the Completion.

Consideration

The consideration for the Sale Share shall be US\$270,000 (equivalent to approximately HK\$2.1 million), which shall be satisfied by the Purchaser in cash upon Completion.

The consideration for the Disposal was determined after arm's length negotiations between the Vendor and the Purchaser with reference to the remaining management fees to which the General Partner is entitled, payable by the limited partners of the Partnership to the General Partner as general partner of the Partnership for the period from January 2020 to August 2026 and the prevailing market conditions.

In view of the above, the Directors consider that the terms and conditions of the Disposal Agreement were concluded under normal commercial terms, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Conditions Precedent

Completion is conditional upon fulfilment of the following conditions:

- (a) the passing by the Shareholders at the EGM of the necessary ordinary resolution(s) to approve the Disposal Agreement and the transactions contemplated hereby; and
- (b) all necessary consents and approvals (including but not limited to consents and approvals in relation to the Partnership) required to be obtained on the part of the Vendor and the Company in respect of the Disposal Agreement and the transactions contemplated thereby having been obtained and remain in full force and effect.

None of the above conditions may be waived by the Vendor or the Purchaser. If the conditions set out above have not been satisfied at or before 4:00 p.m. (Hong Kong time) on the Long Stop Date, the Disposal Agreement shall cease and determine and neither party shall have any obligations and liabilities thereunder save for any antecedent breaches of the provisions in the Disposal Agreement.

As at the Latest Practicable Date, none of the above conditions has been fulfilled.

Completion

Completion shall take place on the date falling on the next Business Day after the fulfillment of the above conditions.

INFORMATION ON THE GENERAL PARTNER AND THE PARTNERSHIP

The General Partner is a company incorporated in the Cayman Islands with limited liability. It is the general partner of the Partnership as at the Latest Practicable Date. Save for acting as the general partner of the Partnership, the General Partner has no other business activity. The principal business activity of the Partnership is investment holding and its sole asset is investment in stocks in the US Company, which is principally engaged in robotics, pioneering autonomous mobility, through its subsidiaries.

Set out below is the unaudited financial information of the General Partner for the years ended 31 December 2018 and 31 December 2019 which were prepared in accordance with the International Financial Reporting Standards:

	For the year ended 31 December 2018	For the year ended 31 December 2019
	<i>US\$'000</i>	<i>US\$'000</i>
Revenue	53	53
Net profit before taxation	53	53
Net profit after taxation	53	53

The unaudited net assets of the General Partner as at 31 December 2019 were approximately US\$179,000.

LETTER FROM THE BOARD

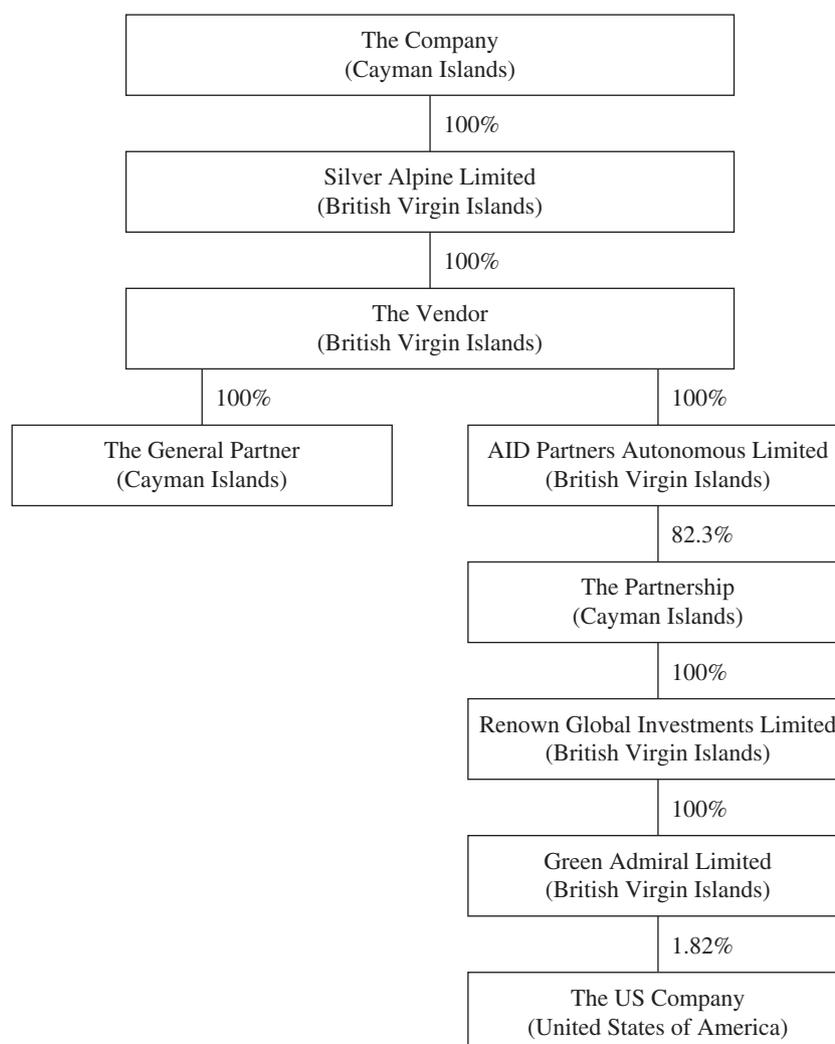
Set out below is the unaudited consolidated financial information of the Partnership and its subsidiaries for the years ended 31 December 2018 and 31 December 2019 which were prepared in accordance with the International Financial Reporting Standards:

	For the year ended 31 December 2018	For the year ended 31 December 2019
	<i>US\$'000</i>	<i>US\$'000</i>
Revenue	Nil	Nil
Net profit before taxation	9,652	4
Net profit after taxation	9,652	4

The unaudited consolidated net assets of the Partnership and its subsidiaries as at 31 December 2019 were approximately US\$39,656,000.

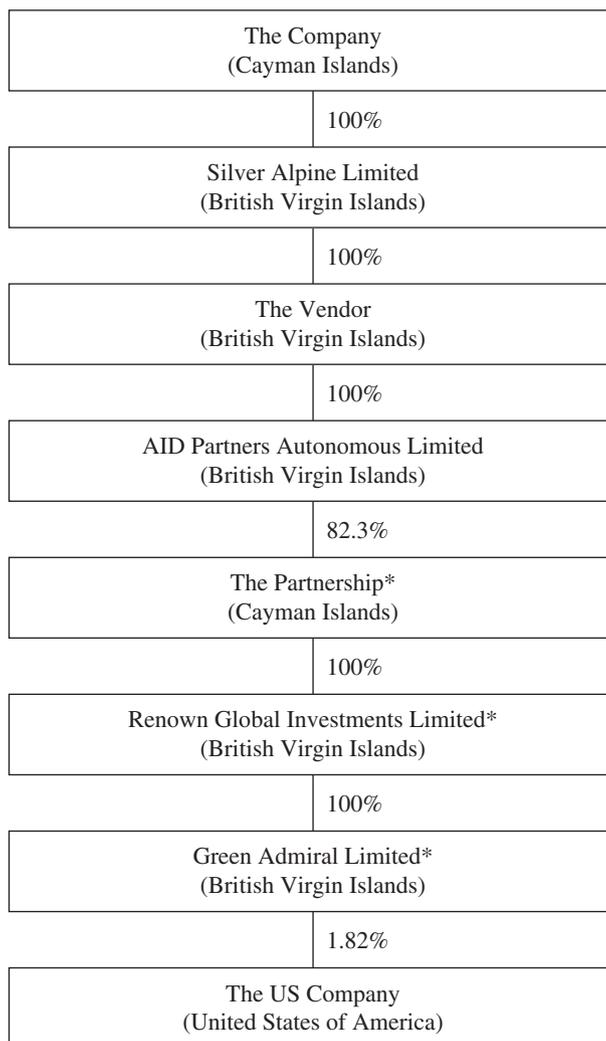
The group structure of the Partnership before and after the Disposal are illustrated as follows:

Group structure of the Partnership immediately before the Disposal



LETTER FROM THE BOARD

Group structure of the Partnership immediately after the Disposal



* cease to be accounted for as subsidiaries of the Company immediately after the Disposal

LETTER FROM THE BOARD

FINANCIAL EFFECTS OF THE DISPOSAL

Upon Completion, the General Partner will cease to be a subsidiary of the Company. As such, the results, assets and liabilities of the General Partner will cease to be consolidated into the books of the Company after Completion.

It is expected that upon Completion, the Group expects to recognise an unaudited gain of approximately HK\$1.4 million on the Disposal, being the difference between the consideration for the Disposal and the aggregate of the estimated carrying value of the Group's interest in the General Partner disposed of and the estimated costs and expenses in relation to the Disposal.

The net proceeds from the Disposal of approximately HK\$1.4 million will be used for the general working capital of the Group including daily operating expenses such as staff costs and rental payments, and any professional fees.

In view of the Group's capital contribution to and the management control over the Partnership by the Group through the General Partner, the Partnership has been accounted for as a 82.3%-owned subsidiary of the Group and the investment in the US Company is accounted for as financial asset at fair value through profit or loss. As a result of the Disposal, the Group would cease to have management and investment control over the Partnership through the General Partner. The Partnership and its subsidiaries would cease to be accounted for as subsidiaries of the Company notwithstanding that the Group would still retain its capital contribution to the Partnership. Instead, given the nature of the Partnership whose principal activity is the investment in the US Company (through its wholly owned subsidiaries), the Group would account for its investment in the Partnership as an investment in the fund's assets not controlled by the Group, which is also a financial asset at fair value through profit or loss. As the Partnership and its subsidiaries would cease to be accounted as subsidiaries of the Group, their results would cease to be consolidated into the Group's financial statements after the Disposal.

Save as disclosed herein, the Disposal will not have any material impact on the earnings and assets and liabilities of the Company.

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Group is engaged in the business of strategic investment.

It has always been the business strategy of the Company to make appropriate business decisions and optimal adjustments on its business plans according to the market conditions to create the best possible value for the Group and the Shareholders. In 2015, convertible bonds in the principal amount of HK\$140,000,000, bearing a compound interest rate of 8% per annum, was issued by the Company with a maturity date on 20 July 2020. The Disposal is part of the steps by the Group to divest its investment in the US Company, as its value has appreciated since it was acquired by the Group in 2016. After the Group's investment in the US Company via the Partnership has been divested and realised by the Partnership after the Disposal, the Group intends to allocate the proceeds from the divestment to repay the convertible bonds and to finance the operation and development of the Group's business. In view of the imminent maturity of the convertible bonds, it is the Company's primary focus to

LETTER FROM THE BOARD

facilitate the disposal of the US Company on terms most favourable to the Company in order to repay the convertible bonds and finance any future business projects and opportunities of the Group and ensure the sustainability of the continued growth and development of the business of the Group. The Company hopes that the Disposal, can facilitate the divestment of the Group's investment in the US Company by the end of 2020. The Purchaser is a company incorporated in Samoa as an investment vehicle by its ultimate beneficial owner, Mr. Asher Dory (“**Mr. Dory**”). Given that Mr. Dory is specialized in new upcoming technologies and has extensive experience in emerging markets for a number of renowned multinational corporations in the fields of telecommunications, information technology and fintech, the Board is of the view that the Purchaser, as the new general partner of the Partnership after the Disposal, could best facilitate the divestment in the US Company by the Partnership.

In view of the abovementioned factors, the Directors consider that the terms and conditions of the Disposal are fair and reasonable and on normal commercial terms and are in the interests of the Company and Shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

Although the Group's investments and its equity interests in the Partnership and the US Company (through the Partnership and its subsidiaries) would remain unchanged after the Disposal, the Partnership and its subsidiaries would cease to be accounted for as subsidiaries of the Group as the Group would have no control over the Partnership and its decision regarding the investment in the US Company. The Disposal would amount to a deemed disposal of the Partnership and its subsidiaries including the investment in the US Company.

As one or more of the relevant applicable percentage ratios calculated in accordance with the GEM Listing Rules in respect of the Disposal (including the deemed disposal of the Partnership and the US Company) exceeds 25% but less than 75%, the Disposal constitutes a major transaction on the part of the Company and is subject to the reporting, announcement and Shareholders' approval requirements under Chapter 19 of the GEM Listing Rules. An EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Disposal Agreement and the transactions contemplated thereunder.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting in respect of the Disposal Agreement and the transactions contemplated thereunder at the EGM.

EGM

The EGM will be held at 7/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 10 July 2020 at 11:30 a.m. for the Shareholders to consider and, if thought fit, to approve the Disposal Agreement and the transactions contemplated thereunder by way of ordinary resolution. The resolution approving the Disposal will be conducted by way of a poll at the EGM. The notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish and in such event the form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Directors consider the terms of the Disposal Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the Disposal Agreement and the transactions contemplated thereunder as set out in the notice of the EGM.

Completion is subject to the fulfilment of the conditions precedent and the Disposal may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of
AID Life Science Holdings Limited
Chan Suet Ngan
Executive Director

1. CONSOLIDATED FINANCIAL STATEMENTS

The audited consolidated financial statements of the Group for the years ended 31 December 2017, 31 December 2018 and 31 December 2019 together with the relevant notes thereto are disclosed in the following documents, which were published on the website of the Stock Exchange (<http://www.hkex.com.hk>):

- annual report of the Company for the year ended 31 December 2019 published on 11 May 2020 and available at <https://www1.hkexnews.hk/listedco/listconews/gem/2020/0511/2020051100995.pdf> (pages 53 to 172);
- annual report of the Company for the year ended 31 December 2018 published on 29 March 2019 and available at <https://www1.hkexnews.hk/listedco/listconews/gem/2019/0329/gln20190329205.pdf> (pages 53 to 192); and
- annual report of the Company for the year ended 31 December 2017 published on 28 March 2018 and available at <https://www1.hkexnews.hk/listedco/listconews/gem/2018/0328/gln20180328189.pdf> (pages 52 to 180).

2. INDEBTEDNESS STATEMENT

As at 30 April 2020, the indebtedness of the Group was as follows:

	Secured	The Group		Total
		Unsecured	Non-	
	Guaranteed	Guaranteed	Guaranteed	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Carrying amount of convertible bonds	—	—	202,383	202,383
Lease liabilities	—	—	9,276	9,276
	—	—	211,659	211,659

Convertible Bonds

In July 2015, the Company entered into a subscription agreement (the “**Subscription Agreement**”) with Hong Kong HNA Holding Group Co. Limited (“**HNA**”) pursuant to which HNA agreed to subscribe the convertible bonds in principal amount of HK\$140 million, bearing a compound interest rate of 8% per annum (the “**Convertible Bonds**”). The Convertible Bonds is convertible at the option of the bondholder at any business day during the period commencing from the date falling on the first anniversary of the issue date up to and including the date falling seven days prior to the fifth anniversary of the date of issue of the Convertible Bonds (the “**Maturity Date**”) at a price of HK\$0.325 per share initially.

At 30 April 2020, the Group has convertible bond of approximately HK\$202 million.

Lease liabilities

The Group has lease liabilities of approximately HK\$9.3 million in relation to payment obligation of the tenancy agreements in respect of offices in Hong Kong. The lease liabilities are initially measured at the present value of the lease payments that are not paid at the relevant commencement dates, discounted by using the Group's incremental borrowing rate. The effective interest rate for the lease liabilities of the Group is 8% per annum.

Save as aforementioned or as otherwise disclosed herein, and apart from intra-group liabilities within the Group and normal trade and other payables in the normal course of business, as at the close of business on 30 April 2020, the Group did not have any other outstanding borrowings, loan capital issued and outstanding or agreed to be issued, bank overdrafts, debt securities, loans or other similar indebtedness, liabilities under acceptances (other than normal trade bills), acceptance credits, debentures, mortgages, charges, finance leases, hire purchase commitments, guarantees or other material contingent liabilities.

3. WORKING CAPITAL

According to the Group's cash flow projections, as at 30 April 2020, the Group has current liabilities of HK\$212 million which is repayable within the coming twelve months, including the convertible bonds (the "**Convertible Bonds**") with a carrying amount of approximately HK\$202 million and additional interest repayable of approximately HK\$3 million for the period from 1 May 2020 to the settlement date. The Group expects that such amounts will be financed through the following resources and/or measures, which will generate adequate financing and operating cash flows for the Group.

The Directors have reviewed the Group's cash flow projections which cover a period of not less than twelve months from the date of this circular. They are of the opinion that the Group will have sufficient working capital to meet its financial obligations, including the repayment of Convertible Bonds, that will be due in the coming twelve months from the date of this circular based on the Group's existing resources upon successful implementation of the following measures which will generate adequate financing and operating cash inflows for the Group:

- 1) The Group is negotiating with the Convertible Bonds holder to explore the settlement options, including a potential extension of the term of the Convertible Bonds;
- 2) The Group plans to dispose of the investment in the US Company, an investment with a fair value approximately of HK\$309 million as at 31 December 2019, by the end of 2020;
- 3) The Group is pursuing the opportunities to obtain long-term borrowings or fund raising from other financiers to finance the settlement of the Convertible Bonds. The Group has been in discussion with a number of financial institutions and seek to obtain loan facilities on terms most favourite to the Group.

Taking into account the expected completion of the proposed disposal of AID Partners Autonomous GP Ltd., and on the assumption that the Group is able to (i) negotiate a favourable result for the settlement options of the Convertible Bonds repayment; (ii) dispose the investment in the US Company by the end of 2020; and/or (iii) secure any source of long-term borrowings or fund raising from other financiers to finance the settlement of the Convertible Bonds, the Directors of the Company are of the opinion that the Group has sufficient working capital for its requirements for at least 12 months from the date of this circular.

If the Group fails to negotiate a favourable result for the settlement options of the Convertible Bonds repayment; dispose the investment in the US Company in the expected timeframe and/or secure any source of long-term borrowings as and when required, the Group will not have sufficient working capital for at least 12 months from the date of this circular, taking into account the expected completion of the proposed disposal of AID Partners Autonomous GP Ltd..

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, save as disclosed in the first quarterly report of the Company for the three months ended 31 March 2020 in which the Group has recorded a loss for the period of about HK\$14,483,000, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2019, being the date to which the latest published audited financial statements of the Company were made up.

5. FINANCIAL AND TRADING PROSPECTS

As disclosed in the annual report of the Company for the year ended 31 December 2019 (the “Year”), as a result of the change of strategies coupled with the less favourable operating environment in the mobile game business of the Group, revenue for the Year decreased to HK\$11.7 million from HK\$19.3 million for last year, while total operating expenses (being selling and distribution expenses and administrative and operating expenses) for the Year decreased to HK\$61.3 million from HK\$118.0 million for last year. Fair value losses on financial assets at fair value through profit or loss of HK\$27.1 million (31 December 2018: HK\$576.9 million) was recognised for the Year. The decrease in losses was mainly attributable to significant decrease in losses in listed shares of China Creative during the Year. A loss on the disposal of subsidiaries of approximately HK\$5.2 million (31 December 2018: gain of HK\$4.1 million) was recognised in profit or loss for the Year. Other income for the Year decreased to HK\$7.8 million from HK\$9.3 million for last year. Finance costs for the Year increased to HK\$16.3 million from HK\$14.4 million for last year, mainly represent the effective interest expense of convertible bonds of the Company with a principal amount of HK\$140 million.

The business plan of the Company is to continue its investment in media-related technology and new energy sector, which are all headquartered in Shenzhen, while at the same time, to seek more investment opportunities in healthcare sector. The Company also believes that there are ample opportunities in genomics related business due to the success of China

National GeneBank (“**CNGB**”) in Shenzhen in 2016. CNGB is the first national-level gene bank set up and funded by the Chinese government with a mission to promote public welfare, life science research, genetic data research as well as incubation.

In June 2020, the Board underwent a change of composition whereby an executive Director and a non-executive Director have resigned from their roles as Directors for their other personal businesses. This change of board composition is not expected to have material impact on the business plans of the Group as the business plans and strategies of the Group are in place. The supervisory and directional roles of these departed Directors can and have been seamlessly undertaken by the remaining Directors.

As at the Latest Practicable Date, the Group was not aware of any material adverse effects to its business. The Group will pay close attention to the development of the COVID-19 outbreak and evaluate its impact on the overall financial position and operating results of the Group.

The Group will continue to engage in the business of strategic investment. As at the Latest Practicable Date, as part of the strategic investment business of the Company, the Group continued to monitor and strive to maximise the value of its various strategic investments globally. The Group also leveraged on its investment in GeneSort to develop and expand its foothold in the health-technology sector. The Group will continue to (i) seize good opportunities from the potential fast growing specialised industry of health-technology; (ii) monitor and maximise the value of its investments; and (iii) seek for potential strategic investment and divestment opportunities with the objective to enhance the return to its shareholders.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

(a) Directors' interests and short positions in the securities of the Company and its associated corporations

As at the Latest Practicable Date, the interests or short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or as recorded in the register of the Company required to be kept pursuant to section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, were as follows:

(i) *Interests in Shares*

Name of Directors	Nature of interest	Number of Shares held	Approximate % of shareholding
Ms. Chan Suet Ngan	Beneficial interest	19,850	0.003%
Mr. Hu Kenneth (<i>Note</i>)	Interest of spouse	630,000	0.11%
Mr. Yuen Kwok On ("Mr. Yuen")	Beneficial interest	99,000	0.01%

Note: Ms. Qian Alexandra Gaochuan ("Ms. Qian"), the spouse of Mr. Hu Kenneth holds 630,000 Shares. Accordingly, Mr. Hu Kenneth is deemed to be interested in 630,000 Shares.

(ii) *Interests in the underlying Shares**Outstanding share options*

Name of Directors	Date of grant (dd/mm/yyyy)	Exercise price per Share (HK\$)	Exercise period (dd/mm/yyyy)	Number of underlying Shares held	Approximate percentage of the issued share capital of the Company
Ms. Chan Suet Ngan	01/04/2016	4.94	<i>Note 1</i>	200,000	0.04%
	19/05/2017	1.56	<i>Note 2</i>	600,000	0.11%
				<u>800,000</u>	<u>0.15%</u>
Mr. Hu Kenneth (<i>Note 3</i>)	01/04/2016	4.94	<i>Note 1</i>	400,000	0.07%
	19/05/2017	1.56	<i>Note 2</i>	2,800,000	0.51%
				<u>3,200,000</u>	<u>0.58%</u>
Mr. Yuen	01/04/2016	4.94	<i>Note 1</i>	150,000	0.03%
	19/05/2017	1.56	<i>Note 2</i>	100,000	0.02%
				<u>250,000</u>	<u>0.05%</u>

Notes:

1. Divided into two tranches exercisable from 1 October 2016 and 1 April 2017, respectively to 31 March 2026.
2. Exercisable from 19 May 2017 to 18 May 2027.
3. Ms. Qian, the spouse of Mr. Hu Kenneth holds 200,000 share options and 1,400,000 share options at an exercise price of HK\$4.94 per share and HK\$1.56 per share respectively, to subscribe for Shares.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations that (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to Section 352 of the SFO, to be entered in the register of the Company referred to therein; or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

(b) Substantial Shareholders' interests in Shares and underlying Shares

So far as is known to the Directors and the chief executive of the Company, as at the Latest Practicable Date, the following person (not being Directors or chief executive of the Company) had, or was deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

Name	Aggregate long position in Shares	Aggregate long position in underlying Shares	Approximate percentage of the issued share capital of the Company
Mr. Wu King Shiu, Kelvin (“ Mr. Wu ”) <i>(Notes 1 and 2)</i>	114,644,282	5,294,200	21.80%
Ms. Li Mau <i>(Notes 1 and 2)</i>	114,644,282	5,294,200	21.80%
AID Cap II <i>(Note 1)</i>	104,939,882	—	19.08%
AID Partners GP2, Ltd. <i>(Note 1)</i>	104,939,882	—	19.08%
Billion Power Management Limited <i>(Note 1)</i>	104,939,882	—	19.08%
Leader Fortune International Limited <i>(Note 1)</i>	104,939,882	—	19.08%
Hong Kong HNA Holding Group Co. Limited <i>(Note 3)</i>	66,141,232	21,538,461	15.94%
Mr. Wong Kwok Ho (“ Mr. Wong ”) <i>(Notes 4 and 5)</i>	37,433,200	9,375,000	8.51%
Ms. Chau Mui <i>(Notes 4 and 5)</i>	37,433,200	9,375,000	8.51%
Mr. David Tin	45,454,400	—	8.26%
Abundant Star Ventures Limited <i>(Note 1)</i>	45,454,545	—	8.26%
Vantage Edge Limited <i>(Note 1)</i>	34,090,937	—	6.19%

Notes:

- Mr. Wu owns 1,424,400 Shares. Hero Sign Limited, Abundant Star Ventures Limited and Vantage Edge Limited own 25,394,400 Shares, 45,454,545 Shares and 34,090,937 Shares, respectively. Mr. Wu is deemed to have interests in 25,394,400 Shares, 45,454,545 Shares and 34,090,937 Shares of which Hero Sign Limited, Abundant Star Ventures Limited and Vantage Edge Limited were deemed to be interested by virtue of the SFO since Mr. Wu indirectly owns 100% through Billion Power Management Limited, of the issued share capital of AID Partners GP2, Ltd.. AID Partners GP2, Ltd. is the general partner of AID Partners Capital II, L.P. (“**AID Cap II**”). AID Cap II is interested in the entire issued share capital of Leader Fortune International Limited, which is interested in the entire issued share capital of Hero Sign Limited, Abundant Star Ventures Limited and Vantage Edge Limited. Further, Mr. Wu is interested in 1,344,200 share options, 3,500,000 share options and 450,000 share options at an exercise price of HK\$3.20 per Share, HK\$4.94 per Share and HK\$1.56 per Share, respectively, to subscribe for Shares. Ms. Li Mau, as the spouse of Mr. Wu, is deemed to be interested in these Shares and underlying Shares for the purpose of the SFO.
- Billion Express Consultants Limited (“**Billion Express**”) owns 8,280,000 Shares. The entire issued share capital of Billion Express is wholly-owned by Ms. Li Mau. Mr. Wu, as the spouse of Ms. Li Mau, is deemed to be interested in these Shares held by Billion Express for the purpose of the SFO.
- Hong Kong HNA Holding Group Co. Limited is wholly-owned by HNA Financial Holdings International Co., Ltd. (“**HNA Financial**”). HNA Financial is wholly-owned by Beijing HNA Financial Holdings Co., Ltd. (“**Beijing HNA**”). Beijing HNA is owned as to 61.32% by HNA

Investment Holding Co. Ltd. (“**HNA Investment**”) and owned as to 37.74% by Hainan HNA Holding Co., Ltd.. HNA Investment is owned as to 73.06% by HNA Holding Group Co., Ltd.. Hainan HNA Holding Co., Ltd. is owned as to 51.38% by HNA Holding Group Co., Ltd. and 21.61% by HNA Group Co., Ltd.. HNA Holding Group Co., Ltd. is wholly-owned by HNA Group Co., Ltd.. HNA Group Co., Ltd. is owned as to approximately 70% by Hainan Traffic Administration Holding Co., Ltd. (“**Hainan Traffic**”). Hainan Traffic is owned as to approximately 50% by Sheng Tang Development (Yangpu) Co., Limited (“**Sheng Tang**”). Sheng Tang is owned as to 35% by Tang Dynasty Development Co., Limited (“**Tang Dynasty**”) and 65% by Hainan Province Cihang Foundation. Tang Dynasty is owned as to approximately 98% by Pan-American Aviation Holding Company, which is in turn 100% beneficially owned by Cihang Sino-Western Cultural and Educational Exchange Foundation Limited.

4. Mr. Wong owns 16,839,200 Shares and is interested in 4,500,000 share options at an exercises price of HK\$1.56 per Share to subscribe for Shares. Mr. Wong is deemed to be interested in 19,500,000 Shares and 4,875,000 underlying shares as mentioned in Note 5 below. Ms. Chau Mui, as the spouse of Mr. Wong, owns 1,094,000 Shares and is deemed to be interested in all Shares and underlying shares held by Mr. Wong.
5. Sky March Limited (“**Sky March**”) entered into a consulting service agreement with the Company dated 5 May 2017 (the “**Consulting Service Agreement**”), pursuant to which the Company has issued 97,500,000 Shares (4,875,000 Shares adjusted upon the Share Consolidation), 97,500,000 Shares (4,875,000 Shares adjusted upon the Share Consolidation), 4,875,000 Shares and 4,875,000 Shares to Sky March on 25 May 2017, 28 May 2018, 28 May 2019 and 28 May 2020, respectively, and 4,875,000 Shares will be issued to Sky March in accordance with the terms and conditions of the Consulting Service Agreement. Mr. Wong is interest in these shares and underlying shares through his 100% interest in Sky March.

Save as disclosed above, the Directors or the chief executive of the Company were not aware, as at the Latest Practicable Date, of any person (not being a Director or chief executive of the Company) who had interests or short positions in the Shares, underlying Shares or debenture of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO and required to be entered into the register maintained by the Company pursuant to Section 336 of the SFO, or were expected, directly or indirectly to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group.

3. DIRECTORS’ INTEREST IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors and their respective close associates (as defined under the GEM Listing Rules) was interested in any business which competes or may compete with the business of the Group (as would be required to be disclosed under the GEM Listing Rules as if each of them were treated as a controlling Shareholders).

4. DIRECTORS’ INTERESTS IN ASSETS

As at the Latest Practicable Date, none of the Directors has any interest, either direct or indirect, in any assets which have been acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any members of the Group since 31 December 2019, being the date to which the latest published audited financial statements of the Group were made up.

5. DIRECTORS' INTERESTS IN CONTRACTS OR ARRANGEMENTS

As at the Latest Practicable Date, there was no contract or arrangement subsisting in which any Director was materially interested and which was significant in relation to the business of the Group.

6. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, no Directors had an existing or service contract with the Group which may not be terminated by the Group within one year without payment of any compensation (other than statutory compensation).

7. MATERIAL LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration or claims of material importance and no litigation, arbitration or claims of material importance was known to the Directors to be pending or threatened by or against any members of the Group.

8. MATERIAL CONTRACTS

The Group has entered into the following contracts (not being contracts entered into in the ordinary course of business) within the two years preceding the date of this circular which is or may be material:

- (a) the sale and purchase agreement dated 27 May 2019 and entered into between Honour Best Holdings Limited, a wholly-owned subsidiary of the Company, as vendor and Joyful Grace International Limited as purchaser in relation to the disposal of 2,880 ordinary shares in the capital of GeneSort International Inc. for a cash consideration of US\$740,000; and
- (b) the Disposal Agreement.

9. GENERAL

- (a) The company secretary of the Company is Ms. Chan Suet Ngan. She holds a bachelor's degree in commerce, major in accounting and finance. She is a member of CPA Australia and is also a member of the Hong Kong Institute of Certified Public Accountants.
- (b) The compliance officer of the Company is Mr. Kenneth Hu. He has obtained a Bachelor of Commerce degree from the University of Queensland, Australia.
- (c) The registered office of the Company is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
- (d) The head office and principal place of business of the Company in Hong Kong is situated at 22/F., New World Tower II, 18 Queen's Road Central, Central, Hong Kong.

- (e) The branch share registrar and transfer office of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (f) The Company's audit committee (the "**Audit Committee**") currently comprises all three independent non-executive Directors, namely, Mr. Yuen Kwok On (*Chairman*), Mr. Matsumoto Hitoshi and Mr. Yau Chung Hang. The duties of the Audit Committee include: managing the relationship with the Group's external auditor, reviewing the financial information of the Company, and overseeing the Company's financial reporting process, risk management and internal control systems.

Mr. Yuen Kwok On ("**Mr. Yuen**"), aged 55, joined the Board in July 2013, and was appointed as an independent non-executive Director. Mr. Yuen is also the chairman of the Audit Committee, the chairman of the remuneration committee and a member of the nomination committee of the Company. He has extensive experience in financial analysis, risk control and mergers and acquisitions. Prior to joining the Company, Mr. Yuen was the chief financial officer and company secretary of Orange Sky Golden Harvest Entertainment (Holdings) Limited ("**OSGH**"). He joined OSGH in October 1996 and has in-depth knowledge of operations of film distribution and exhibition business. OSGH's shares are listed on the Main Board of the Stock Exchange (Stock code: 1132). From October 2015 to July 2017, he was an independent non-executive director of Mason Group Holdings Limited (Stock code: 273), which is listed on the Stock Exchange. Mr. Yuen is a member of the CPA Australia and the Hong Kong Institute of Certified Public Accountants. He obtained a master's degree of business administration from Hong Kong Baptist University.

Mr. Matsumoto Hitoshi ("**Mr. Matsumoto**"), aged 66, joined the Board in August 2017, and was appointed as an independent non-executive Director. Mr. Matsumoto is a member of the Audit Committee, the nomination committee and the remuneration committee of the Company. He has over 30 years of experience in the computer science field. He is the Executive Advisor of Fujitsu Laboratories of America, Inc. ("**FLA**"). He was formerly the Executive Fellow of FLA from 2011 to 2014, President & Chief Executive Officer of FLA from 2006 to 2011, Vice President of Internet Services Research and Business Development/Alliance of FLA from 2002 to 2006. He moved to Silicon Valley to conduct Multimedia & Internet services projects at Fujitsu Personal Systems, Inc in 1997. He joined Fujitsu Limited in Japan in April 1979. Mr. Matsumoto received his bachelor degree in Applied Physics and master degree in Information Engineering from Nagoya University, Nagoya, Japan.

Mr. Yau Chung Hang ("**Mr. Yau**"), aged 47, joined the Board in July 2019, and was appointed as an independent non-executive Director. Mr. Yau is a member of the Audit Committee of the Board. He has over 20 years of experience in finance and accounting. Mr. Yau is currently an independent non-executive director of Shuang Yun Holdings Limited (stock code: 1706) from October 2017, a company listed on the Main Board of the Stock Exchange, which engages in roadworks services and construction machinery rental services in Singapore. Mr. Yau had been appointed as

an independent non-executive director of Wang Yang Holdings Limited (now known as Central Holding Group Co., Ltd.) (stock code: 1735) from March 2018 to October 2019, a company listed on the Main Board of the Stock Exchange, which engages in construction works. Mr. Yau had been appointed as an executive director of Tokyo Chuo Auction Holdings Limited (stock code: 1939) from September 2018 to September 2019, a company listed on Main Board of the Stock Exchange, which engages in artwork auction business in both Japan and Hong Kong. Mr. Yau had been appointed as an independent non-executive director of ABC Communications (Holdings) Limited (now known as Ban Loong Holdings Limited) (stock code: 30) from May 2013 to October 2014, a company listed on the Main Board of the Stock Exchange. Mr. Yau obtained a Higher Diploma in Accountancy from the City University of Hong Kong in November 1995. He holds a degree of Bachelor of Arts in Accountancy from the University of Bolton, the United Kingdom in August 2005. He has been a fellow member of The Association of Chartered Certified Accountants since December 2006 and a member of Hong Kong Institute of Certified Public Accountants since April 2002.

- (g) The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours from 9:30 a.m. to 12:30 p.m. and from 2:30 p.m. to 5:30 p.m. on any Business Days at the principal place of business of the Company at 22/F., New World Tower II, 18 Queen's Road Central, Central, Hong Kong, from the date of this circular up to and include the date of the EGM:

- (a) the memorandum and articles of association of the Company;
- (b) the material contracts referred to in the section headed "Material Contracts" in this appendix;
- (c) the annual reports of the Company for the two years ended 31 December 2019; and
- (d) this circular.

NOTICE OF EGM

AID
LIFE SCIENCE
AID Life Science Holdings Limited
(滙友生命科學控股有限公司)*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8088)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of AID Life Science Holdings Limited (the “**Company**”) will be held at 7/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 10 July 2020 at 11:30 a.m. (the “**EGM**”) for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company.

ORDINARY RESOLUTION

“THAT

- (a) the sale and purchase agreement (the “**Disposal Agreement**”) dated 26 May 2020 entered into between New Earn Investments Limited (the “**Vendor**”), a wholly-owned subsidiary of the Company, and Vantage Elite Holdings Limited (the “**Purchaser**”), pursuant to which the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase the entire issued share capital of AID Partners Autonomous GP Ltd. at a cash consideration of US\$270,000 (a copy of which is marked “A” and produced to the meeting and signed by the chairman of the EGM for identification purpose), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one of the directors of the Company be and is hereby authorised to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Disposal Agreement and the transactions contemplated thereunder.”

By Order of the Board
AID Life Science Holdings Limited
Chan Suet Ngan
Executive Director

Hong Kong, 23 June 2020

* *For identification purposes only*

NOTICE OF EGM

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
3. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, at the meeting in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding.
4. Delivery of the form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.
5. A circular containing important information concerning the resolutions, as required by the GEM Listing Rules, will be despatched to shareholders.
6. This notice will remain on the GEM website on the "Latest Information" page for at least 7 days from the date of its posting and the website of the Company at www.8088inc.com.

As at the date of this notice, the Directors are:

Executive Directors:

Chan Suet Ngan and Hu Kenneth

Independent Non-Executive Directors:

Yuen Kwok On, Matsumoto Hitoshi and
Yau Chung Hang

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief (i) the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement in this notice misleading.

This notice will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the website of the Company at www.8088inc.com.