

**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 a 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** (the “Company”), 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 the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any losses howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**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)**

**PROPOSED SHARE CONSOLIDATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting of the Company to be held at 7/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 13 December 2018 at 10:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed with this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy to the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible and in any event no later than Tuesday, 11 December 2018 at 10:00 a.m. (Hong Kong time). Completion and return of the form of proxy shall not preclude you from attending and voting at the extraordinary general meeting of the Company or any adjourned meeting thereof should you so wish.

*This circular will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the websites of the Company at [www.8088inc.com](http://www.8088inc.com).*

\* For identification purpose only

## CHARACTERISTICS OF GEM

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	AID Life Science Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on GEM
“Consolidated RCP Share(s)”	redeemable preference share(s) with par value of US\$0.002 each in the share capital of the Company upon the Share Consolidation becoming effective
“Consolidated Share(s)”	ordinary share(s) with par value of US\$0.002 each in the share capital of the Company upon the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 10:00 a.m. on Thursday, 13 December 2018 at 7/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong to consider the ordinary resolution to be proposed to approve the Share Consolidation
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 November 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

## DEFINITIONS

“Options”	the share option(s) granted by the Company under the Share Option Schemes to subscribe for certain number of Shares
“RCP Share(s)”	redeemable convertible preference share(s) with par value of US\$0.0001 each in the share capital of the Company before the Share Consolidation becoming effective
“Share Consolidation”	the consolidation of every twenty (20) issued and unissued Shares or RCP Shares with par value of US\$0.0001 each into one (1) Consolidated Share or Consolidated RCP Share with par value of US\$0.002
“Shareholder(s)”	holder(s) of the issued Shares or Consolidated Shares, as the case may be
“Share(s)”	ordinary share(s) with par value of US\$0.0001 each in the share capital of the Company before the Share Consolidation becoming effective
“Share Option Schemes”	the share option schemes adopted by the Company on 27 March 2002 and 15 April 2014
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“US\$”	United States dollar(s), the lawful currency of the United States of America
“%”	per cent.

## EXPECTED TIMETABLE

*The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only.*

### Event

Latest time for lodging share transfer in order to qualify  
for EGM voting entitlement..... 4:30 p.m. on Friday,  
7 December 2018

Closure of register of members (both days inclusive)..... Monday, 10 December 2018 to  
Thursday, 13 December 2018

Latest time for lodging forms of proxy  
for the EGM ..... 10:00 a.m. on Tuesday,  
11 December 2018

EGM record date ..... Thursday, 13 December 2018

Date and time of the EGM..... 10:00 a.m. on Thursday,  
13 December 2018

Announcement of voting results of the EGM..... Thursday, 13 December 2018

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation, which are included in this circular**

Effective date of the Share Consolidation..... Friday, 14 December 2018

Dealing in the Consolidated Shares commences ..... 9:00 a.m. on Friday,  
14 December 2018

Original counter for trading in the Shares in board lots  
of 8,000 Shares (in the form of existing share certificates)  
temporarily closes ..... 9:00 a.m. on Friday,  
14 December 2018

Temporary counter for trading in the Consolidated Shares  
in board lots of 400 Consolidated Shares (in the form of  
existing share certificates) opens ..... 9:00 a.m. on Friday,  
14 December 2018

First day of free exchange of existing share certificates  
for new share certificates for the Consolidated Shares ..... Friday, 14 December 2018

Original counter for trading in the Consolidated Shares  
in board lots of 8,000 Consolidated Shares (in the form of  
new share certificates for the Consolidation Shares) re-opens ..... 9:00 a.m. on Wednesday,  
2 January 2019

## EXPECTED TIMETABLE

Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences..... 9:00 a.m. on Wednesday, 2 January 2019

Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares ..... 9:00 a.m. on Wednesday, 2 January 2019

Temporary counter for trading in the Consolidated Shares in board lots of 400 Consolidated Shares (in the form of existing share certificates) ends ..... 4:00 p.m. on Tuesday, 22 January 2019

Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidation Shares and existing share certificates) ends ..... 4:00 p.m. on Tuesday, 22 January 2019

Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares ..... 4:00 p.m. on Tuesday, 22 January 2019

Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares ..... Thursday, 24 January 2019

*Note:* All times and dates in this circular refer to Hong Kong local times and dates. Shareholders should note that the dates and deadlines specified herein is subject to the satisfaction of all the conditions of the Share Consolidation, including without limitation, the approval of the Share Consolidation by the Shareholders at the EGM, and are therefore for indicative purpose only.

In the event that any special circumstances arise, such dates and deadlines may be adjusted by the Board if it considers appropriate. Any changes to the expected timetable will be published or notified to the Shareholders by way of announcement(s) on the GEM website of the Stock Exchange and on the website of the Company as and when appropriate.

LETTER FROM THE BOARD



**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:*

Wu King Shiu, Kelvin (*Chairman and  
Chief Executive Officer*)  
Chan Suet Ngan  
Hu Kenneth  
Qian Alexandra Gaochuan

*Non-executive Director:*

Xu Haohao

*Independent non-executive Directors:*

Fong Janie  
Yuen Kwok On  
Matsumoto Hitoshi

*Registered office:*

Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

22/F., New World Tower II,  
18 Queen's Road Central,  
Central,  
Hong Kong

23 November 2018

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED SHARE CONSOLIDATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 13 November 2018 in respect of the proposed Share Consolidation. The purpose of this circular is to provide you with details of the proposed Share Consolidation as well as to give you the notice of the EGM to be convened.

\* *For identification purpose only*



## LETTER FROM THE BOARD

### PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Shares or RCP Shares with par value of US\$0.0001 each in the share capital of the Company will be consolidated into one (1) Consolidated Share or Consolidated RCP Share with par value of US\$0.002.

### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is US\$200,000,000 divided into: (i) 1,900,000,000,000 Shares of US\$0.0001 each, of which 10,804,640,110 Shares have been allotted and issued as fully paid or credited as fully paid; and (ii) 100,000,000,000 RCP Shares of which no RCP Shares are in issue. Upon the Share Consolidation becoming effective, on the basis that the Company does not allot, issue or repurchase any Shares prior thereto, the authorised share capital of the Company shall become US\$200,000,000 divided into: (i) 95,000,000,000 Consolidated Shares of US\$0.002 each, of which 540,232,005 Consolidated Shares will be in issue; and (ii) 5,000,000,000 Consolidated RCP Shares of US\$0.002 each of which none will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with other Consolidated Share and the Consolidated RCP Shares shall rank *pari passu* in all respects with other Consolidated RCP Shares. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares will not be allocated to the Shareholders who may otherwise be entitled.

Based on the closing price of HK\$0.014 per Share as quoted on the Stock Exchange as at the Latest Practicable Date, the theoretical market price per Consolidated Share, assuming the Share Consolidation had already become effective, would be HK\$0.28 per Consolidated Share.

### Conditions Precedent to the Share Consolidation

The Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
- (ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under Cayman Islands Law (if applicable) and the GEM Listing Rules to effect the Share Consolidation.

The Share Consolidation will become effective on the next Business Day immediately following the fulfillment of the above conditions.

## LETTER FROM THE BOARD

### **Listing application**

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares and the Company's debt securities are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares and the Company's debt securities in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **OTHER ARRANGEMENTS**

#### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such Fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

#### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed Computershare Hong Kong Investor Services Limited, as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from 2 January 2019 to 22 January 2019. Shareholders who wish to take advantage of this facility should contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (telephone number: (852) 2862 8555 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) of such period).

Shareholders should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

## LETTER FROM THE BOARD

### **Exchange of certificates for Consolidated Shares**

Subject to the Share Consolidation becoming effective, which is currently expected to be Friday, 14 December 2018, being the Business Day immediately after the date of the EGM, Shareholders may on or after Friday, 14 December 2018 and until Thursday, 24 January 2019 (both days inclusive), submit their existing share certificates in light blue colour for the Shares to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong to exchange, at the expense of the Company, for new share certificates in light green colour for the Consolidated Shares (on the basis of twenty (20) Shares for one (1) Consolidated Share). It is expected that the new share certificates for the Consolidated Shares will be available for collection within 10 Business Days after the submission of the existing share certificates to the branch share registrar of the Company for exchange. Thereafter, a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Company's branch share registrar for each share certificate for the Consolidated Shares issued or each share certificate for the Shares submitted for cancellation, whichever is higher.

After 4:00 p.m. on Tuesday, 22 January 2019, existing share certificates for the Shares will only remain effective as documents of title and may be exchanged for certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

### **Adjustments in relation to other securities of the Company**

As at the Latest Practicable Date, the Company has convertible bonds with outstanding principal amount of HK\$140,000,000 which is convertible into 430,769,230 Shares at the conversion price of HK\$0.325 per Share. The Share Consolidation may cause adjustments to the conversion price and/or the number of Consolidated Shares which may fall to be issued upon exercise of the conversion right attached to the convertible bonds.

As at the Latest Practicable Date, there are outstanding Options for subscription of an aggregate of 684,550,845 Shares under the Share Option Schemes. Pursuant to the rules of the Share Option Schemes, in the event of any alteration in the capital structure of the Company whilst any share option of the Company remains exercisable, whether by way of capitalisation of profits or reserves, rights issue, open offer, consolidation, sub-division, or reduction of share capital of the Company, such corresponding alterations (if any) shall be made to: (i) the number of Shares subject to the share option so far as unexercised; or (ii) the subscription price or any combination thereof, as an independent financial adviser or the auditors of the Company shall certify in writing, either generally or as regards any particular grantee, to have, in their opinion, fairly and reasonably satisfied the requirement that any such adjustment shall be in compliance with the relevant provisions of the GEM Listing Rules or such other guidelines or supplementary guidance as may be issued by the Stock Exchange from time to time.

The Company will engage the auditors of the Company or an approved financial adviser to certify in writing the necessary adjustments, if any, to the convertible bonds and the outstanding Options. The proposed adjustment to the convertible bonds is expected to take

## LETTER FROM THE BOARD

effect on Thursday, 13 December 2018, being the Business Day immediately prior to the effective date of the Share Consolidation and the proposed adjustment to the outstanding Options are expected to take effect on Friday, 14 December 2018 being the effective date of the Share Consolidation. The Company will make further announcement(s) on the actual adjustment(s) on the convertible bonds and the outstanding Options.

Under the consulting service agreement (the “**Consulting Service Agreement**”) entered into between a subsidiary of the Company and a consultant of the Group dated 5 May 2017, the Company agreed to issue an aggregate of 487,500,000 Shares at an issue price of HK\$0.08 per Share as consideration for the consulting services provided by the consultant of the Group under the Consulting Service Agreement. As at the Latest Practicable Date, the Company is required to allot and issue a further 292,500,000 Shares under the Consulting Service Agreement. Assuming the Share Consolidation becoming effective, the issue price per Consolidated Share to be allot and issue under the Consulting Service Agreement shall be adjusted to HK\$1.6 per Consolidated Share and the outstanding number of Consolidated Shares to be allot and issue under the Consulting Service Agreement shall be adjusted to 14,625,000 Consolidated Shares.

Save as disclosed above, as at the Latest Practicable Date, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any existing Shares or Consolidated Shares, as the case may be.

### **REASONS FOR THE PROPOSED SHARE CONSOLIDATION**

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 3 July 2018 has further stated that (i) market price of the Shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

In view of the recent trading prices of the Shares at a level less than HK\$0.1 and the existing board lot value being less than HK\$2,000, the proposed Share Consolidation will increase the nominal value of the Shares and would bring about a corresponding upward adjustment in the trading price per board lot of the Consolidated Shares on the Stock Exchange. As such, it would (i) enable the Company to comply with the trading requirements under the GEM Listing Rules; and (ii) reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction costs for each securities trade.

The Company does not have any intention to carry out any other corporate actions or arrangements that may offset the impact of the Share Consolidation (including share consolidation, share subdivision and change in board lot size) in the coming 12 months.

## **LETTER FROM THE BOARD**

The Board considers that the Share Consolidation would maintain the trading amount for each board lot at a reasonable level in order to attract more investors. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group nor result in change in the relative rights of the Shareholders. In view of the above, and having taken into account the business plan of the Group for the next 12 months, the Directors are of the view that the Share Consolidation is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **EGM**

A notice convening the EGM to be held at 7/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 13 December 2018 at 10:00 a.m. at which ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the proposed Share Consolidation is set out on pages EGM-1 to EGM-3 of this circular.

To the best knowledge of the Directors, no Shareholders have a material interest in the Share Consolidation and accordingly, no Shareholders will have to abstain from voting at the EGM.

Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy accompanying this circular in accordance with the instructions printed thereon in any event no later than Tuesday, 11 December 2018 at 10:00 a.m. (Hong Kong time). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

### **CLOSURE OF BOOKS**

The register of members of the Company will be closed from Monday, 10 December 2018 to Thursday, 13 December 2018 (both days inclusive) during which period no transfer of Shares will be registered. In order to be qualified to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant Share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 7 December 2018.

### **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.

**LETTER FROM THE BOARD**

**RECOMMENDATION**

The Directors consider that the proposed Share Consolidation is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolution at the EGM.

Yours faithfully  
By order of the Board  
**AID Life Science Holdings Limited**  
**Wu King Shiu, Kelvin**  
*Chairman and Chief Executive Officer*

NOTICE OF EGM



**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 IS HEREBY GIVEN** that an extraordinary general meeting (the “**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 Thursday, 13 December 2018 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the issued shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (the “**Share Consolidation**”):

- (a) with effect from the first business day immediately following the date on which this resolution is passed or the above condition is fulfilled (whichever is later):
  - (i) every twenty (20) issued and unissued ordinary shares with par value of US\$0.0001 each in the share capital of the Company will be consolidated into one (1) consolidated share (each a “**Consolidated Share**”) with par value of US\$0.002, such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company;
  - (ii) every twenty (20) issued and unissued redeemable convertible preference shares with par value of US\$0.0001 each in the share capital of the Company will be consolidated into one (1) consolidated redeemable convertible preference share (each a “**Consolidated RCP Share**”) with par value of US\$0.002, such Consolidated RCP Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company; and

\* For identification purpose only

## NOTICE OF EGM

- (iii) all fractional Consolidated Shares will be disregarded and not issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit for the Company; and
- (b) the board (the “**Board**”) of directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to the foregoing arrangement for the Share Consolidation.”

By order of the Board  
**AID Life Science Holdings Limited**  
**Wu King Shiu, Kelvin**  
*Chairman and Chief Executive Officer*

Hong Kong, 23 November 2018

*Registered office:*

Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

22/F., New World Tower II,  
18 Queen’s Road Central,  
Central, Hong Kong

*Notes:*

1. The resolutions at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the GEM Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her/it. A proxy need not be a member of the Company.
3. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon.
4. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power and authority must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than Tuesday, 11 December 2018 at 10:00 a.m. (Hong Kong time).



## NOTICE OF EGM

5. In the case of joint holders of any shares in the Company any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stand first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
6. The Company's register of members will be closed from Monday, 10 December 2018 to Thursday, 13 December 2018 (both dates inclusive) to determine the qualification for attendance and voting at the EGM. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration no later than 4:30 p.m. on Friday, 7 December 2018.