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**AID Partners Technology Holdings Limited**

**(滙友科技控股有限公司)\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8088)**

**(1) MAJOR TRANSACTION IN RELATION TO  
THE SUBSCRIPTION OF SHARES IN any.TV LIMITED;  
(2) POSSIBLE CONTINUING CONNECTED TRANSACTION  
PURSUANT TO RULE 20.58 OF THE GEM LISTING RULES; AND  
(3) RESUMPTION OF TRADING**

**SUBSCRIPTION AGREEMENT**

The Board is pleased to announce that on 13 October 2016 the Subscription Agreement was entered into among the Subscriber, an indirect wholly-owned subsidiary of the Company, as subscriber, the Target and the Guarantor, pursuant to which the Subscriber conditionally agreed to subscribe and the Target conditionally agreed to allot and issue the Subscription Shares, representing approximately 50.01% of the issued share capital of the Target immediately after the Completion, at the cash consideration of US\$60,014,815 (equivalent to approximately HK\$468,115,557).

**POSSIBLE CONTINUING CONNECTED TRANSACTION**

Prior to entering into the Subscription Agreement, the Target and the Guarantor had entered into the Consultancy Agreement pursuant to which the Guarantor has agreed to provide consultancy services to the Target for a fixed term of five (5) years commencing on 1 January 2017.

**GEM LISTING RULES IMPLICATIONS**

**The Subscription Agreement**

As one or more of the relevant applicable percentage ratios calculated in accordance with the GEM Listing Rules in respect of the Subscription Agreement exceeds 25% but less than 100%, the Subscription constitutes a major acquisition 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.

\* For identification purpose only

The EGM will be convened at which the Shareholders will consider, and, where appropriate, approve the Subscription Agreement and the transactions contemplated thereunder.

A circular containing, among other matters, (i) further details of the Subscription; (ii) the accountants' report on the Target Group; (iii) the unaudited pro forma financial information on the Enlarged Group; and (iv) a notice to convene the EGM will be despatched to the Shareholders on or before 21 November 2016.

### **The Consultancy Agreement**

Upon the completion of the Subscription, the Target will become an indirect subsidiary of the Company and the Guarantor, being a director and substantial shareholder of the Target, will become a connected person of the Company under the GEM Listing Rules. The Consultancy Agreement would therefore constitute a continuing connected transaction of the Company under Rule 20.58 of the GEM Listing Rules.

Pursuant to the GEM Listing Rules, the Company is required to comply with the annual review and disclosure requirements under Chapter 20 of the GEM Listing Rules regarding the Consultancy Agreement.

### **SUSPENSION AND RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on GEM was halted with effect from 9:00a.m. on 13 October 2016 pending the release of this announcement. The Company has applied to the Stock Exchange for the resumption of trading in the Shares on GEM with effect from 9:00 a.m. on 14 October 2016.

The Board is pleased to announce that on 13 October 2016 the Subscriber, an indirect wholly-owned subsidiary of the Company, as subscriber, the Target and the Guarantor entered into the Subscription Agreement, pursuant to which the Subscriber conditionally agreed to subscribe and the Target conditionally agreed to allot and issue the Subscription Shares, representing approximately 50.01% of the issued share capital of the Target immediately after the Completion, at the cash consideration of US\$60,014,815 (equivalent to approximately HK\$468,115,557).

Details of the Subscription Agreement are set out below.

### **SUBSCRIPTION AGREEMENT**

Date: 13 October 2016

Subscriber: Celestial Blue Limited, an indirect wholly-owned subsidiary of the Company

Target: any.TV Limited, a company incorporated in Hong Kong with limited liability

Guarantor: Mr. George Vanous, who shall guarantee the due performance of the Target under the Subscription Agreement

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Target, its directors and its ultimate beneficial owners and the Guarantor are independent third parties not connected with the Company and its connected persons.

### **Equity interest to be acquired**

Pursuant to the Subscription Agreement, the Subscriber conditionally agreed to subscribe and the Target conditionally agreed to allot and issue the Subscription Shares, representing approximately 50.01% of the issued share capital of the Target immediately after Completion.

As at the date of this announcement, the Target is the beneficial owner of 3,999,995 shares in the Operating Subsidiary, representing approximately 99.99% of the issued share capital of the Operating Subsidiary.

### **Consideration**

The consideration for the Subscription Shares shall be US\$60,014,815 (equivalent to approximately HK\$468,115,557), which shall be payable by the Subscriber in cash in the following manner:

- (a) as to US\$990,000 (equivalent to approximately HK\$7,722,000) within five (5) Business Days from the signing of the Subscription Agreement as deposit which shall be refundable in full to the Subscriber if Completion does not take place on or before 31 December 2016;
- (b) as to US\$29,010,000 (equivalent to approximately HK\$226,278,000) upon Completion; and
- (c) as to US\$30,014,815 (equivalent to approximately HK\$234,115,557) within four (4) months after Completion.

The consideration for the Subscription was determined after arm's length negotiations between the Subscriber and the Target having taken into account the unaudited revenue of the Target Group, the monthly views on the Freedom! Network, the business prospect of the Target Group, as well as comparable transactions in the industry.

### **Conditions precedent**

Completion of the Subscription Agreement is subject to fulfillment of the following conditions:

- (a) the warranties given by the Target under the Subscription Agreement remaining true, accurate and complete in all respect and not misleading;

- (b) the passing of an ordinary resolution by the Shareholders at the EGM approving the Subscription Agreement and the transactions contemplated thereunder;
- (c) the Subscriber, in its sole and absolute opinion, being satisfied with the results of the due diligence review to be conducted on the Target Group;
- (d) in the opinion of the Subscriber, there being no material adverse change to the business, operations, properties, prospects, conditions (financial or otherwise) of the Target Group taken as a whole, including but not limited to, any substantial changes of rules of YouTube which may have adverse impact on the business of the Target Group;
- (e) the completion and execution of all definitive documents relevant to the Subscription Agreement and the Target Group, in such form and substance mutually acceptable to all parties;
- (f) the performance and observance by the Target and the Guarantor of all their undertakings and obligations under the Subscription Agreement;
- (g) the Target having obtained written confirmation from Google Ireland that the Subscription would not lead to termination by Google Ireland of a content hosting services agreement entered into between the Target and Google Ireland on 25 October 2013;
- (h) the Subscriber having received from its Philippines legal advisers a legal opinion in form and substance satisfactory to the Subscriber covering such matters of Philippines laws in relation to the Target Group's business in the Philippines; and
- (i) all necessary consents and approvals required to be obtained on the part of the Subscriber, the Guarantor and the Target in respect of the Subscription and the transactions contemplated under the Subscription Agreement having been obtained.

The Subscriber may, in its absolute discretion, waive all or any of the above conditions (other than conditions (b) and (i) above which cannot be waived in any circumstance) at any time by notice in writing to the Target. If the conditions set out above have not been satisfied (or as the case may be, waived by the Subscriber) at or before 5:00 p.m. on 31 December 2016 (or such other time and date as may be agreed between the Target and the Subscriber in writing), the Subscription Agreement shall cease and determine and the Target shall refund the deposit paid by the Subscriber in full forthwith, and thereafter, none of the parties shall have any obligations and liabilities thereunder save for any antecedent breaches of the provisions in the Subscription Agreement.

### **Completion**

Completion shall take place on the second Business Day after the date on which the conditions precedent specified in the Subscription Agreement are fulfilled or, as the case may be, waived by the Subscriber.

## INFORMATION ON THE TARGET

As at the date of this announcement, the shareholders of the Target and their respective shareholdings are as follows:

<b>Shareholders</b>	<b>Approximate percentage of shareholding in Target</b>
George Vanous	97.53%
Miroslav Vanous	2.47%

The Target was incorporated in Hong Kong on 5 June 2013 with limited liability and is the beneficial owner of approximately 99.99% in the issued share capital of the Operating Subsidiary.

The Target Group is principally engaged in the operation and development of the Freedom! Network for provision of online advertising media services. Set out below is the unaudited consolidated financial information of the Target Group for the years ended 31 March 2015 and 31 March 2016 which were prepared in accordance with the Hong Kong Financial Reporting Standards:

	<b>For the year ended 31 March 2015</b>	<b>For the year ended 31 March 2016</b>
	<i>US\$'000</i>	<i>US\$'000</i>
	(unaudited)	(unaudited)
Revenue	12,974	20,065
Net profit/(loss) before taxation	1,646	(860)
Net profit/(loss) after taxation	1,646	(860)

The unaudited consolidated net assets of the Target Group as at 30 June 2016 were approximately US\$1,525,000.

## REASONS FOR THE SUBSCRIPTION

The Group is principally engaged in asset management and strategic investment businesses. Among other things, through mergers and acquisitions, transactions and partnerships, the Group aims to identify business with promising growth and unlock their values. Over the years, the Group has accumulated remarkable experience in investing in and operating technology businesses.

The Board considers that videos will soon become the prevailing form of media and will make up a substantial portion of the global internet traffic by 2019. Moreover, the change in viewing habits led by millennials will cause a paradigm shift from traditional TV to digital video, which is catalysed by the advancement in mobile technology and the evolution of

user-generated content. The Board believes such emergence of online video will put the Enlarged Group in a favourable position to becoming a branding and marketing powerhouse for creators of this new form of content.

The Target Group is a technology company and the owner and operator of the Freedom! Network (<https://www.freedom.tm/>), which is one of the top global YouTube certified multi-channel networks by subscriber count, partnered channels and views. As one of the fastest growing networks on YouTube, Freedom! Network grew to having over 177,000 channel partners, 211 million subscribers and 46 billion aggregate views worldwide as of the date of this announcement.

Licensed by Google to do business on the YouTube platform by affiliating with YouTube channels, multi-channel networks like Freedom! Network help YouTube channels grow faster than they can on their own. In exchange for 5% to 40% share of a channel's revenue, Freedom! Network gives unlimited access to all its services, such as large professional music libraries, graphics and branding kits, audience development training, creator collaborations, digital rights management, monetisation, sales and the Freedom! community.

Given that the Company is an investment and operating group which through mergers, acquisitions, and strategic partnerships, aims at investing in paradigm shifting technology and becoming a partner for the commercial roll-out of the technologies of these invested enterprises in Asia, the Board considers that the Subscription to be consistent with the Group's investment strategy and an opportunity to gain immediate access to a platform with established global presence and potential to become a leading new media community and intellectual properties owner in the foreseeable future.

Taking into account the abovementioned factors, the Directors consider that the terms and conditions of the Subscription are fair and reasonable, on normal commercial terms and are in the interests of the Company and Shareholders as a whole.

## **POSSIBLE CONTINUING CONNECTED TRANSACTION**

### **The Consultancy Agreement**

Prior to entering into the Subscription Agreement, the Target and the Guarantor had entered into the Consultancy Agreement pursuant to which the Guarantor has agreed to provide consultancy services to the Target for a fixed term of five (5) years commencing on 1 January 2017.

Details of the Consultancy Agreement are set out below:

Date:	11 October 2016
Parties:	Target Guarantor
Term:	5 years commencing on 1 January 2017
Consultancy Fee:	US\$110,000 per month payable from the eighth (8th) month during the term

- Scope of Services:
- (i) to create and drive the execution of the vision and strategy of the Target Group;
  - (ii) to be responsible for the daily operation of the Target's business as a member of the executive committee of the Target;
  - (iii) to set the relevant technology and product goal to achieve the revenue target;
  - (iv) to build the Freedom! brand and community;
  - (v) to communicate the Freedom! message through YouTube video of The George Show;
  - (vi) to develop Freedom! Network to other platforms;
  - (vii) to create separate Freedom! owned brands in gaming, music and other verticals; and
  - (viii) to create industry including but not limited to music labels and world news agencies.

### **Reasons for and benefits of the Consultancy Agreement**

The Guarantor is the founder and substantial shareholder of the Target prior to the Subscription and he is responsible for the rapid growth of the Freedom! Network. It is vital that the Guarantor would continue to be involved in the operations of the Target Group in order to orchestrate the future expansion of Freedom! Network. The Directors (including the independent non-executive Directors), having reviewed the Consultancy Agreement, are of the view that the terms of the Consultancy Agreement are fair and reasonable, on normal commercial terms and that the entering into of the Consultancy Agreement is in the ordinary course of business of the Target.

### **GEM LISTING RULES IMPLICATIONS**

#### **The Subscription Agreement**

As one or more of the relevant applicable percentage ratios calculated in accordance with the GEM Listing Rules in respect of the Subscription Agreement exceeds 25% but less than 100%, the Subscription constitutes a major acquisition 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.

The EGM will be convened at which the Shareholders will consider, and, where appropriate, approve the Subscription Agreement and the transactions contemplated thereunder. No Shareholder is required to abstain from voting at the EGM.

A circular containing, among other matters, (i) further details of the Subscription; (ii) the accountants' report on the Target Group; (iii) the unaudited pro forma financial information on the Enlarged Group; and (iv) a notice to convene the EGM will be despatched to the Shareholders on or before 21 November 2016 so as to allow sufficient time to prepare the relevant information for inclusion in the circular.

### **The Consultancy Agreement**

Upon the completion of the Subscription, the Target will become an indirect subsidiary of the Company and the Guarantor, being a director and substantial shareholder of the Target, will become a connected person of the Company under the GEM Listing Rules. The Consultancy Agreement would therefore constitute a continuing connected transaction of the Company under Rule 20.58 of the GEM Listing Rules and the Company is required to comply with the annual review and disclosure requirements regarding the Consultancy Agreement. When the Consultancy Agreement is renewed or its terms are varied, the Company will be required to comply with all connected transaction requirements under Chapter 20 of the GEM Listing Rules.

### **SUSPENSION AND RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on GEM was halted with effect from 9:00 a.m. on 13 October 2016 pending the release of this announcement. The Company has applied to the Stock Exchange for the resumption of trading in the Shares on GEM with effect from 9:00 a.m. on 14 October 2016.

### **DEFINITIONS**

Unless the context requires otherwise, terms used in this announcement shall have the following meanings:

“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday or public holiday) in Hong Kong on which licensed banks are generally open for business throughout the normal working hours
“Company”	AID Partners Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on GEM (stock code: 8088)
“Completion”	completion of the Subscription pursuant to the Subscription Agreement
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Consultancy Agreement”	the consulting service agreement entered into between the Target and the Guarantor dated 11 October 2016 in relation to the provision of consultancy services by the Guarantor to the Target
“Director(s)”	director(s) of the Company for the time being



“EGM”	the extraordinary general meeting of the Company to be held and convened for the purpose of considering and, if thought fit, approving the Subscription Agreement and the transactions contemplated thereunder
“Enlarged Group”	the Company and its subsidiaries as enlarged by the Subscription
“Freedom! Network”	the multi-channel network that is operated by the Target Group, with its Google-licensed YouTube channel at <a href="http://www.youtube.com/freedom">www.youtube.com/freedom</a> and its own off-YouTube community at <a href="http://www.community.tm">www.community.tm</a> (For real-time network statistics, please refer to <a href="http://www.youtube.com/freedom/about">www.youtube.com/freedom/about</a> and scroll down to “Network statistics”)
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Google Ireland”	Google Ireland Limited, a company incorporated in Ireland with limited liability
“Group”	the Company and its subsidiaries
“Guarantor”	George Vanous, the sole director and substantial shareholder holding approximately 97.53% of the issued share capital of the Target immediately prior to the Subscription
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Operating Subsidiary”	MCN Freedom! Tech Inc., a company incorporated in the Philippines, approximately 99.99% of its issued share capital is beneficially owned by the Target
“Share(s)”	ordinary share(s) of US\$0.01 each in the capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Celestial Blue Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company
“Subscription”	the subscription of the Subscription Shares by the Subscriber in the Target in accordance with the terms and conditions of the Subscription Agreement

“Subscription Agreement”	the subscription agreement entered into among, the Subscriber, the Target and the Guarantor dated 13 October 2016 in relation to the Subscription
“Subscription Shares”	4,051 ordinary shares of the Target, representing approximately 50.01% of the issued share capital of the Target as enlarged by the Subscription
“Target”	any.TV Limited, a company incorporated in Hong Kong with limited liability
“Target Group”	the Target and the Operating Subsidiary
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

By order of the Board  
**AID Partners Technology Holdings Limited**  
**Wu King Shiu, Kelvin**  
*Chairman*

Hong Kong, 13 October 2016

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Wu King Shiu, Kelvin and Mr. Ho Gilbert Chi Hang; one non-executive Director, namely Mr. Chang Tat Joel; and three independent non-executive Directors, namely Mr. Chinn Adam David, Professor Lee Chack Fan, GBS, SBS, JP and Mr. Yuen Kwok On.*

*This announcement, 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 announcement 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 announcement misleading.*

*Unless otherwise specified in this announcement, the exchange rates of US\$1.00 = HK\$7.80 have been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amount has been, could have been or may be exchanged at such a rate or at any other rates.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://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.aid8088.com](http://www.aid8088.com).*