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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

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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.

GENERAL

The EGM will be convened and held for the Shareholders to consider, and if thought fit, approve, among other things, the Share Consolidation. No Shareholders are required to abstain from voting on the resolution in relation to the Share Consolidation to be proposed at the EGM.

The Circular containing, among other things, further details of the Share Consolidation together with a notice of EGM will be despatched to the Shareholders on or before 21 November 2018.

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Effects of the Share Consolidation

As at the date of this announcement, 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;

* *For identification purpose only*

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 respect with other Consolidated Shares 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.

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 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.

Listing Application

An application will be made by the Company to the Listing Committee for the listing of, and the 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 GEM upon the Share Consolidation becoming effective, 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 GEM 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.

No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchanges other than GEM and no such listing or permission to deal in is being or is currently 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 benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of existing share certificates held by such holder.

Odd lots arrangement and matching services

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company will appoint a securities firm to provide matching service, 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. Details of the odd lot arrangement will be set out in the Circular.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed.

Free exchange of Consolidated Shares' certificates and trading arrangement

Subject to the Share Consolidation becoming effective, Shareholders may, on or after Friday, 14 December 2018 until Thursday, 24 January 2019 (both days inclusive) between 9:00 a.m. and 4:30 p.m. on any Business Day, submit the existing share certificates 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 of the Consolidated Shares (on the basis of twenty (20) Shares for one (1) Consolidated Share).

Thereafter, existing share certificates of Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each existing share certificate for the Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher. The colour of the new share certificates for the Consolidated Shares will be announced by the Company in due course.

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 date of this announcement, 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. The Directors will determine any adjustments required to be made in respect of the above as a result of the Share Consolidation. The Company will make further announcement(s) regarding the adjustments as and when appropriate.

As at the date of this announcement, there are outstanding Options for subscription of an aggregate of 684,550,845 Shares under the Share Option Schemes. The Share Consolidation may lead to adjustments to the exercise price of the Options and the number of Consolidated Shares which may fall to be issued upon exercise of the subscription rights attached to the Options, such adjustments to be made in accordance with the terms and conditions of the Share Option Schemes and the GEM Listing Rules. The Company will make further announcement(s) on such adjustments as and when appropriate.

Reference is made to the announcement of the Company dated 5 May 2017. 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 date of this announcement, 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 for the aforesaid, the Company has no other outstanding options, warrants or securities in issue which are convertible or exchangeable into the Shares as at the date of this announcement.

REASONS FOR THE 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 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, 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.

EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Share Consolidation:

| Event | 2018 |
|---|---|
| Despatch date of Circular with notice of the EGM | on or before Wednesday, 21 November |
| Latest time for lodging share transfer in order to qualify for EGM voting entitlement | 4:30 p.m. on Friday, 7 December |
| Book Close (both days inclusive) | Monday, 10 December to Thursday, 13 December |
| Latest time for lodging forms of proxy for the EGM | 10:00 a.m. on Tuesday, 11 December |
| EGM record date | Thursday, 13 December |
| Date and time of the EGM | 10:00 a.m. on Thursday, 13 December |
| Announcement of voting results of the EGM | Thursday, 13 December |

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

Event

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| 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 |
| 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 announcement 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.

GENERAL

The EGM will be convened and held for the Shareholders to consider, and if thought fit, approve, among other things, the Share Consolidation. No Shareholders are required to abstain from voting on the resolution in relation to the Share Consolidation to be proposed at the EGM.

The Circular containing, among other things, further details of the Share Consolidation together with a notice of EGM will be despatched to the Shareholders on or before 21 November 2018.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meaning ascribed to them below:

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| “Board” | the Board of Directors |
| “Business Day(s)” | 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 |
| “Circular” | the circular of the Company to be despatched to the Shareholders to provide, among other things, further details regarding the Share Consolidation |
| “Company” | AID Life Science Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability, the Shares of which are listed on GEM (stock code: 8088) |
| “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 |

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| “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)” | director(s) of the Company |
| “EGM” | the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Share Consolidation |
| “GEM” | GEM of the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM |
| “HKSCC” | Hong Kong Securities Clearing Company Limited |
| “Hong Kong” | Hong Kong Special Administrative Region of the People’s Republic of China |
| “Listing Committee” | the Listing Committee of the Stock Exchange |
| “Option(s)” | 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(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 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 |
| “Share Option Schemes” | the share option schemes adopted by the Company on 27 March 2002 and 15 April 2014 |
| “Shareholder(s)” | the holder(s) of the Share(s) and/or the Consolidated Share(s), as the case may be |
| “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.

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

Hong Kong, 13 November 2018

As at the date of this announcement, the Board comprises four executive Directors, namely Wu King Shiu, Kelvin, Chan Suet Ngan, Hu Kenneth and Qian Alexandra Gaochuan; one non-executive Director, namely Xu Haohao; and three independent non-executive Directors, namely Fong Janie, Yuen Kwok On and Matsumoto Hitoshi.

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.

This announcement 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.