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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)**

**ISSUE OF REMUNERATION SHARES  
PURSUANT TO CONSULTING SERVICE AGREEMENT UNDER  
GENERAL MANDATE**

**THE CONSULTING SERVICE AGREEMENT**

On 5 May 2017 (after trading hours), the Group entered into the Consulting Service Agreement with the Consultant, pursuant to which, the Group engaged the Consultant to provide the Consultancy Services. As consideration for the Consultancy Services, the Company agreed to issue an aggregate of 487,500,000 Remuneration Shares at an issue price of HK\$0.08 per Remuneration Share.

As at the date of this announcement, the Company has a total of 9,257,611,734 Shares in issue. Assuming there is no further issue or repurchase of the Shares, the aggregate of 487,500,000 Remuneration Shares represents approximately 5.26% of the existing issued share capital of the Company as at the date of this announcement and approximately 5.00% of the issued share capital of the Company as enlarged by the issue of the Remuneration Shares.

The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Remuneration Shares. The Remuneration Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the annual general meeting of the Company held on 4 May 2016, accordingly, the issue of the Remuneration Shares will not be subject to the approval of the Shareholders.

\* For identification purpose only

## **THE CONSULTING SERVICE AGREEMENT**

On 5 May 2017 (after trading hours), the Group entered into the Consulting Service Agreement with the Consultant, pursuant to which, the Group engaged the Consultant to provide the Consultancy Services (as defined below). As consideration for the Consultancy Services, the Company agreed to issue an aggregate of 487,500,000 Remuneration Shares at an issue price of HK\$0.08 per Remuneration Share.

The principal terms of the Consulting Service Agreement are as follows:

### **Date**

5 May 2017 (after trading hours)

### **Parties**

- (i) 8088 Management Limited, a wholly-owned subsidiary of the Company; and
- (ii) the Consultant

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Consultant and its ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its connected persons.

### **Term**

5 years commencing from the date of the Consulting Service Agreement

### **Consultancy Services to be provided**

Pursuant to the Consulting Service Agreement, the Consultant shall (i) introduce business partners, in particular in the fields of healthtech, biotech and medical related technology (the “**Fields**”), to the Group who may have synergy to the Group’s business or may bring in contributions to the business and strategic development of the Group; (ii) introduce business opportunities in the Fields to the Group and collate relevant information for the Group’s evaluation; (iii) assist and participate in the development of the Group’s businesses in the Fields; (iv) evaluate and assess investment opportunities in the Fields; (v) assist and participate in all investors presentation as the Group directs; and (vi) identify and appoint competent personnels to operate and manage business which the Group designates and the Consultant shall assume the salaries and all compensation of such personnel (the “**Consultancy Services**”).

## **Compensation**

Provided that the Consulting Service Agreement has not been terminated by 8088 Management Limited due to the gross negligence in performing the Consultancy Services or such other duties under the Consulting Service Agreement, or in breach of other terms and conditions under the Consulting Service Agreement, the Group will pay the Consultant a total sum of HK\$39,000,000 by way of the issue and allotment (or procure the issue and allotment of) 487,500,000 Remuneration Shares at an issue price of HK\$0.08 per Remuneration Share in accordance with the following schedule:

- (1) within seven (7) Business Days upon the Stock Exchange granting the listing of, and permission to deal in, the Remuneration Shares, the issue and allotment of 97,500,000 Remuneration Shares;
- (2) after the first anniversary but before 31 May 2018, the issue and allotment of 97,500,000 Remuneration Shares;
- (3) after the second anniversary but before 31 May 2019, the issue and allotment of 97,500,000 Remuneration Shares;
- (4) after the third anniversary but before 31 May 2020, the issue and allotment of 97,500,000 Remuneration Shares; and
- (5) after the fourth anniversary but before 31 May 2021, the issue and allotment of 97,500,000 Remuneration Shares.

The Consultant has undertaken not to sell and/or transfer the Remuneration Shares for a period of six (6) months from the date of their respective issuance.

## **Condition**

The issue of the Remuneration Shares is conditional upon the Stock Exchange granting the listing of, and permission to deal in, the Remuneration Shares.

## **Ranking**

The Remuneration Shares will rank pari passu in all aspect with the Shares in issue.

## **Termination**

The Consulting Service Agreement may be terminated by:

- (i) 8088 Management Limited without cause by giving three (3) months prior written notice to the Consultant;
- (ii) 8088 Management Limited by giving written notice to the Consultant, if the Consultant was and/or has been in gross negligence in performing the Consultancy Services or such other duties under the Consulting Service Agreement, or in breach of other terms and conditions under the Consulting Service Agreement;

- (iii) the Consultant forthwith by giving written notice to 8088 Management Limited, if 8088 Management Limited was and/or has been in material non-performance of the terms and conditions of the Consulting Service Agreement, which 8088 Management Limited has failed and/or refused to cure within reasonable period of time after the Consultant's written demand; or
- (iv) mutual agreement in writing that the Consulting Service Agreement will be terminated after the mutually agreed period of time.

## **REMUNERATION SHARES AND ISSUE PRICE**

As at the date of this announcement, the Company has a total of 9,257,611,734 Shares in issue. Assuming there is no further issue or repurchase of the Shares, the aggregate of 487,500,000 Remuneration Shares represents approximately 5.26% of the existing issued share capital of the Company as at the date of this announcement and approximately 5.00% of the issued share capital of the Company as enlarged by the issue of the Remuneration Shares.

The issue price of the Remuneration Shares at HK\$0.08 per Remuneration Share represents:

- (i) a premium of approximately 42.86% over the closing price of HK\$0.0560 per Share as quoted on the Stock Exchange on the date of the Consulting Service Agreement;
- (ii) a premium of approximately 40.35% over the average closing price of HK\$0.0570 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days up to and including the date of the Consulting Service Agreement; and
- (iii) a premium of approximately 35.14% over the average closing price of HK\$0.0592 per Share as quoted on the Stock Exchange for the ten (10) consecutive trading days up to and including the date of the Consulting Service Agreement.

The issue price of the Remuneration Shares was determined after arm's length negotiations between the Group and the Consultant with reference to the recent market prices and performance of the Shares, the current market conditions and the historical financial performance and the business prospects of the Group. The Board considers that the issue price of the Remuneration Shares is fair and reasonable.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company: (i) as the date of this announcement; and (ii) immediately after the allotment and issue of the Remuneration Shares (assuming there being no other issue or repurchase of Shares) will be as follows:

	As at the date of this announcement		Immediately after the issue of the Remuneration Shares			
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>(Note 1)</i>		<i>(Note 2)</i>	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
HMV Asia Limited <i>(Note 3)</i>	165,600,000	1.78	165,600,000	1.69	165,600,000	1.57
Wu King Shiu, Kelvin <i>(Notes 3 and 6)</i>	28,488,000	0.30	28,488,000	0.29	125,372,000	1.19
Ho Gilbert Chi Hang <i>(Notes 4 and 6)</i>	264,000	0.01	264,000	0.01	97,606,000	0.92
Chang Tat Joel <i>(Notes 5 and 6)</i>	—	—	—	—	32,342,000	0.30
Hero Sign Limited <i>(Note 6)</i>	507,888,000	5.48	507,888,000	5.21	507,888,000	4.82
Abundant Star Ventures Limited <i>(Note 6)</i>	909,090,909	9.81	909,090,909	9.32	909,090,909	8.63
Vantage Edge Limited <i>(Note 6)</i>	681,818,181	7.36	681,818,181	6.99	681,818,181	6.47
Yuen Kwok On <i>(Note 7)</i>	1,980,000	0.02	1,980,000	0.02	4,980,000	0.04
Fong Janie <i>(Note 8)</i>	—	—	—	—	3,000,000	0.02
Chinn Adam David <i>(Note 9)</i>	—	—	—	—	3,000,000	0.02
Professor Lee Chack Fan, <i>GBS, SBS, JP (Note 10)</i>	—	—	—	—	3,000,000	0.02
Hong Kong HNA Holding Group Co. Limited <i>(Note 11)</i>	1,636,360,000	17.67	1,636,360,000	16.79	2,067,129,230	19.63
David Tin	909,088,000	9.81	909,088,000	9.32	909,088,000	8.63
Sky March Limited	—	—	487,500,000	5.00	487,500,000	4.63
Other public shareholders	<u>4,417,034,644</u>	<u>47.76</u>	<u>4,417,034,644</u>	<u>45.36</u>	<u>4,530,082,172</u>	<u>43.11</u>
Total	<u>9,257,611,734</u>	<u>100.00</u>	<u>9,745,111,734</u>	<u>100.00</u>	<u>10,527,496,492</u>	<u>100.00</u>

### Notes:

- Assuming no exercise of share options or conversion of convertible bonds.
- Assuming all outstanding share options and convertible bonds of the Company are converted in full.
- Mr. Wu King Shiu, Kelvin (“**Mr. Wu**”), the Chairman, the Chief Investment Officer and Executive Director of the Company, owns 28,488,000 Shares and HMV Asia Limited owns 165,600,000 Shares. 62.50% of the shares of HMV Asia Limited are held by Ms. Li Mau, the spouse of Mr. Wu. Accordingly, Mr. Wu is deemed to be interested in the Shares held by HMV Asia Limited. Mr. Wu is interested in 26,884,000 share options and 70,000,000 share options at an exercise price of HK\$0.16 per Share and HK\$0.247 per Share, respectively, to subscribe for Shares. Mr. Wu is deemed to have interest in 507,888,000 Shares, 909,090,909 Shares and 681,818,181 Shares as mentioned in note 6 below, respectively. 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.

4. Mr. Ho Gilbert Chi Hang (“**Mr. Ho**”), the Chief Executive Officer and Executive Director of the Company, owns 264,000 Shares and is interested in 27,342,000 share options and 70,000,000 share options at an exercise price of HK\$0.16 per Share and HK\$0.247 per Share, respectively, to subscribe for Shares. Mr. Ho is also deemed to have interest in 507,888,000 Shares, 909,090,909 Shares and 681,818,181 Shares as mentioned in note 6 below, respectively.
5. Mr. Chang Tat Joel (“**Mr. Chang**”), a Non-Executive Director of the Company, is interested in 27,342,000 share options and 5,000,000 share options at an exercise price of HK\$0.16 per Share and HK\$0.247 per Share, respectively, to subscribe for Shares. Mr. Chang is also deemed to have interest in 507,888,000 Shares, 909,090,909 Shares and 681,818,181 Shares as mentioned in note 6 below, respectively.
6. Hero Sign Limited, Abundant Star Ventures Limited and Vantage Edge Limited own 507,888,000, 909,090,909 and 681,818,181 Shares. Mr. Wu, Mr. Ho and Mr. Chang are deemed to have interest in 507,888,000, 909,090,909 and 681,818,181 Shares of which Hero Sign Limited, Abundant Star Ventures Limited and Vantage Edge Limited are deemed to have interests by virtue of the SFO since they indirectly own 56% through Billion Power Management Limited, 23% through Elite Honour Investments Limited and 21% through Genius Link Assets Management Limited, respectively, 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 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.
7. Mr. Yuen Kwok On, an Independent Non-Executive Director of the Company, owns 1,980,000 Shares and is interested in 3,000,000 share options at an Exercise price of HK\$0.247 per shares to subscribe for shares.
8. Ms. Fong Janie, a Non-Executive Director of the Company, is interested in 3,000,000 share options at an exercise price of HK\$0.247 per Share to subscribe for Shares.
9. Mr. Chinn Adam David, an Independent Non-Executive Director of the Company, is interested in 3,000,000 share options at an exercise price of HK\$0.247 per Share to subscribe for Shares.
10. Professor Lee Chack Fan, *GBS, SBS, JP*, an Independent Non-Executive Director of the Company, is interested in 3,000,000 share options at an exercise price of HK\$0.247 per Share to subscribe for Shares.
11. 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 wholly-owned by HNA Investment Holding Co., Ltd. (“**HNA Investment**”). HNA Investment is wholly-owned by HNA Group Holdings Co., Ltd. (“**HNA Holdings**”). HNA Holdings is wholly-owned by HNA Group Company Limited (“**HNA Group**”). HNA Group is owned as to approximately 70% by Hainan Traffic Administration Holdings Company Limited (“**Hainan Traffic**”). Hainan Traffic is owned as to approximately 50% by Sheng Tang Development (Yangpu) Company Limited (“**Sheng Tang**”). Sheng Tang is owned as to 65% by Hainan Province Cihang Foundation and 35% by Tang Dynasty Development Company Limited (“**Tang Dynasty**”). Tang Dynasty is owned as to approximately 98% by Pan-American Aviation Holding Company Limited, which is in turn 100% beneficially owned by Jun Guan.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE CONSULTING SERVICE AGREEMENT**

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 further considers that health technology is a potential fast growing specialized industry.

The Directors consider that the Consultant has the relevant professional credentials, good business networks and relationships in the Fields, which is beneficial to the strategic investment business of the Company and seizing new investment opportunities. The Directors further consider that the purpose of compensating the Consultant in the form of the Remuneration Shares is to align the interests of the Consultant with the Company as well as minimizing the cash outlay of the Group. Accordingly, the Board considers that the terms of the Consultancy Service Agreement and the issue of the Remuneration Shares are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **GENERAL MANDATE TO ISSUE THE REMUNERATION SHARES**

The Remuneration Shares will be issued pursuant to the General Mandate. Immediately prior to entering into the Consultancy Service Agreement, the General Mandate had not been utilised, and thus the maximum number of new Shares which could be issued under the General Mandate was 1,851,522,346 Shares (being 20% of the aggregate nominal amount of the total issued share capital of the Company of 9,257,611,734 Shares as at the date of the annual general meeting held on 4 May 2016). Accordingly, the issue of the Remuneration Shares will not be subject to the approval of the Shareholders.

## **FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS**

The Company has not conducted any fund raising activities in the past twelve months immediately prior to the date of this announcement.

## **GENERAL**

An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Remuneration Shares on the Stock Exchange.

## **DEFINITIONS**

The following terms have the following meanings when used in this announcement, unless the context otherwise requires:

“Board”	the board of Directors
“Business Day”	a day (other than Saturday and days on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks are open in Hong Kong for general business
“Company”	AID Partners Technology Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed thereto in the GEM Listing Rules

“Consultant”	Sky March Limited, a company incorporated under the laws of Samoa with limited liability
“Consulting Service Agreement”	the consulting service agreement dated 5 May 2017 entered into between the Company and the Consultant in respect of the Consultancy Services
“Directors”	directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 4 May 2016 to allot, issue and deal with additional Shares not exceeding 20% of the issued share capital of the Company as at the date of such annual general meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Remuneration Shares”	487,500,000 new Shares to be issued and allotted to the Consultant at an issue price of HK\$0.08 per Share
“Share(s)”	ordinary share(s) of US\$0.01 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent.

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

Hong Kong, 5 May 2017

*As at the date of this announcement, the Directors are:*

*Executive Directors: Wu King Shiu, Kelvin and Ho Gilbert Chi Hang*

*Non-Executive Directors: Chang Tat Joel, Xu Haohao, Guo Qifei and Fong Janie*

*Independent Non-Executive Directors: Chinn Adam David, Professor Lee Chack Fan, GBS, SBS, JP and 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.*

*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).*