

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

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.



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)

**DISCLOSEABLE TRANSACTION —
PROPOSED ACQUISITION OF APPROXIMATELY 73.7% EQUITY
INTEREST IN A ISRAEL COMPANY**

THE ACQUISITION AND SUBSCRIPTION

On 5 May 2017 (after trading hours of the Stock Exchange), the Company, the Purchaser, a wholly owned subsidiary of the Company, the Intermediate Holdco and the Vendors entered into the Subscription and Sale and Purchase Agreement in relation to: (i) the sale and purchase of the Sale Shares for a consideration of up to US\$13,956,422 (equivalent to approximately HK\$108.16 million) to be satisfied by the allotment and issue of an aggregate of 1,352,028,381 Consideration Shares by the Company; and (ii) the subscription of the Subscription Shares by the Purchaser for nominal value in cash.

The Consideration Shares will be issued under the General Mandate, and will rank pari passu in all respects with the existing issued Shares. An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

Upon Completion, the Target Company will be indirectly held as to approximately 73.7% by the Purchaser and will become a subsidiary of the Company whose results, assets and liabilities will be consolidated into the books of the Company.

As the relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the Acquisition exceed 5% but are less than 25%, the Acquisition and the Subscription constitute a discloseable transaction under Rule 19.06 of the GEM Listing Rules.

* For identification purpose only

THE SUBSCRIPTION AND SALE AND PURCHASE AGREEMENT DATED 5 MAY 2017

On 5 May 2017 (after trading hours of the Stock Exchange), the Company, the Purchaser the Intermediate Holdco and the Vendors entered into the Subscription and Sale and Purchase Agreement in relation to: (i) the sale and purchase of the Sale Shares for a consideration of up to US\$13,956,422 (equivalent to approximately HK\$108.16 million) to be satisfied by the allotment and issue of an aggregate of 1,352,028,381 Consideration Shares by the Company; and (ii) the subscription of the Subscription Shares by the Purchaser for nominal value in cash.

Parties to the Subscription and Sale and Purchase Agreement

- (1) Purchaser: Honour Best Holdings Limited, a wholly-owned subsidiary of the Company;
- (2) the Vendors, four shareholders of the Target Company, who will become shareholders of the Intermediate Holdco after completion of the Restructuring Agreement;
- (3) the Company as issuer of the Consideration Shares; and
- (4) the Intermediate Holdco, a wholly-owned subsidiary of the Company as at the date of this announcement.

To the best of the Directors' knowledge, information and belief having made all reasonable enquires, the Vendors and, where applicable, its ultimate beneficial owners are third parties independent of the Company and its connected persons. For those Vendors who are corporate body, they are either investment holding company or investment fund.

Acquisition of the Sale Shares

Pursuant to the Subscription and Sale and Purchase Agreement, the Purchaser has agreed to purchase the Sale Shares, representing approximately 60.68% of the issued share capital of the Intermediate Holdco immediately upon completion of the Restructuring Agreement.

Consideration

The maximum Consideration for the Acquisition is US\$13,956,422 (equivalent to approximately HK\$108.16 million) or approximately US\$479.22 per Sales Share. The Consideration was arrived at after arm's length negotiations between the Vendors and the Purchaser, having considered (i) the experience of the core management team of the Target Company; (ii) the Target Company's potential growth and development prospects; and (iii) the valuation of other genetic diagnosis companies with similar size. The Consideration will be satisfied by the Company allotting and issuing up to 1,352,028,381 Consideration Shares to the Vendors (and any shareholders of the Intermediate Holdco upon completion of the Restructuring Agreement procured by the Vendors to sell the Sale Shares to the Purchaser), at the Issue Price of HK\$0.08 per Consideration Share, credited as fully paid, at Completion.

Having considered the factors taken into account by the parties in arriving at the Consideration above, the Directors are of the view that the Consideration is fair and reasonable.

The Consideration Shares and lock-up undertaking

The Consideration Shares represent approximately 14.60% of the issued share capital of the Company as at the date hereof and approximately 12.74% of the issued share capital of the Company as enlarged by the Consideration Shares (assuming no other issue or repurchase of Shares).

The Consideration Shares will, upon issue and credited as fully paid, rank pari passu in all respect with all the existing Shares then in issue. Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

Pursuant to the Subscription and Sale and Purchase Agreement, the Vendors have undertaken that unless with prior written consent of the Purchaser, they will not (and will procure that such other shareholders of the Intermediate Holdco upon completion of the Restructuring Agreement who will also sell the Sale Shares will not), within six months from the date of Completion, transfer or otherwise dispose of or create any encumbrance or other rights in respect of any of the Consideration Shares or transfer or otherwise dispose of or create any encumbrance or other rights over any shares in any company controlled by it which is for the time being the beneficial owner of any of the Consideration Shares.

Issue Price

The Issue Price of the Consideration Shares at HK\$0.08 per Share represents:

- (a) a premium of approximately 42.86% over the closing price of HK\$0.0560 per Share as quoted on the Stock Exchange on 5 May 2017, being the date of the Subscription and Sale and Purchase Agreement;
- (b) 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 Subscription and Sale and Purchase Agreement; and
- (c) 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 Subscription and Sale and Purchase Agreement.

Subscription of the Subscription Shares

Pursuant to the Subscription and Sale and Purchase Agreement, the Purchaser has agreed to subscribe for the Subscription Shares in cash at the nominal value of US\$1.00 each upon Completion, representing approximately 13.02% of the issued share capital of the Intermediate Holdco immediately upon completion of the Restructuring Agreement.

The Sale Shares to be acquired and the Subscription Shares to be subscribed by the Purchaser will together constitute up to approximately 73.7% of the entire issued share capital of the Intermediate Holdco upon Completion.

Conditions Precedent

Completion is conditional upon fulfillment of the following conditions:

- (a) the warranties given by the Vendors in the Subscription and Sale and Purchase Agreement remaining true and substantially accurate in all respects and not misleading nor significantly incomplete at Completion;
- (b) the Purchaser being satisfied with the results of the due diligence review to be conducted on the Target Company at its sole and absolute discretion;
- (c) there being no Material Adverse Change;
- (d) completion of the Restructuring Agreement;
- (e) the Listing Committee granting listing of and permission to deal in the Consideration Shares;
- (f) all necessary consents and approvals required to be obtained in respect of the transactions contemplated under the Subscription and Sale and Purchase Agreement having been obtained or satisfied; and
- (g) the signing of a shareholders' agreement between the Purchaser and the Vendors in an agreed form.

The Purchaser may waive the conditions set out in (a), (b), (c) and (g) above at its sole discretion, and no party may waive any other conditions set out above. If the above conditions remain unfulfilled (or as the case may be, waived by the Purchaser) by the Long Stop Date, the Subscription and Sale and Purchase Agreement shall terminate and neither party shall have any obligations and liabilities towards each other save for any antecedent breaches of the terms thereof.

Completion

Completion shall take place forthwith immediately after the completion of the Restructuring Agreement. Upon Completion, the Target Company will be held, through the Intermediate Holdco, as to approximately 73.7% by the Group and will become a subsidiary of the Company whose results, assets and liabilities will be consolidated into the books of the Company.

Mandate to issue the Consideration Shares

The Consideration Shares will be issued under the General Mandate. As such, no Shareholders' approval is required. Pursuant to the General Mandate, a maximum of 1,851,522,346 Shares may fall to be allotted and issued. Up to the date of this announcement, save for the Subscription and Sale and Purchase Agreement, the General Mandate has not been utilized. The issue of the 1,352,028,381 Consideration Shares will utilize about 73% of the General Mandate.

THE RESTRUCTURING AGREEMENT DATED 5 MAY 2017

The Intermediate Holdco is a wholly owned subsidiary of the Company newly set up with a paid up capital of US\$3,000,000. On the same date of the Subscription and Sale and Purchase Agreement, the Intermediate Holdco entered into the Restructuring Agreement with the Vendors pursuant to which the Intermediate Holdco shall acquire the entire issued share

capital of the Target Company in consideration of which the Intermediate Holdco shall allot and issue a total of up to 41,734 shares of US\$1.00 each in the capital of Intermediate Holdco to the shareholders of the Target Company upon completion.

Parties to the Restructuring Agreement

- (1) Purchaser: Intermediate Holdco, a wholly-owned subsidiary of the Company as at the date of this announcement; and
- (2) Vendor: the Vendors, four shareholders of the Target Company, who will become shareholders of the Intermediate Holdco after completion of the Restructuring Agreement.

To the best of the Directors' knowledge, information and belief having made all reasonable enquires, all shareholders of the Target Company and, where applicable, its ultimate beneficial owners are third parties independent of the Company and its connected persons. For those shareholders who are corporate body, they are either investment holding company or investment fund.

The restructuring

Pursuant to the Restructuring Agreement, the Intermediate Holdco has agreed to purchase all the issued share capital of the Target Company from all of its shareholders in consideration of which the Intermediate Holdco shall allot and issue up to 41,734 shares in the share capital of the Intermediate Holdco to the shareholders of the Target Company upon completion.

Given that the Vendors' shareholding represent more than 75% of the entire issued share capital of the Target Company only, they have undertaken to invoke the "bring along rights" under Article 43.2 of the constitutional document of the Target Company to take all necessary action to procure the remaining shareholders of the Target Company to join in the sale of the shares of the Target Company to the Intermediate Holdco upon the terms and conditions of the Restructuring Agreement on or before the Long Stop Date.

Conditions precedent

Completion of the Restructuring Agreement is conditional upon the following conditions precedent:

- (a) the warranties given by the shareholders of the Target Company remaining true and substantially accurate in all respects and not misleading nor substantially incomplete at completion;
- (b) the Intermediate Holdco being satisfied with the results of the due diligence review to be conducted on the Target Company at its sole and absolute discretion;
- (c) there being no Material Adverse Change;
- (d) the Subscription and Sale and Purchase Agreement becomes unconditional (save and except any condition therein for the completion of the Restructuring Agreement);

- (e) the termination of all existing agreements entered into between the shareholders of the Target Company and the Target Company without cost or liability to the Target Company or the Intermediate Holdco;
- (f) the Target Company having obtained written confirmation from CMN Global Inc. (“Generali”) that the transactions contemplated under the Restructuring Agreement will not lead to termination by Generali of the service agreement entered into between the Target Company and Generali on 19 February 2017;
- (g) the Target Company having obtained written confirmation from Rambam Health Corporation (“Rambam”) that the transactions contemplated under the Restructuring Agreement will not lead to termination by Rambam of the licensing agreement entered into between the Target Company and Rambam on 27 April 2015;
- (h) the restatement of the agreement entered into among Prof. Haviv and Haviv Genomics Ltd. and the Target Company in agreed form as may be requested by the Intermediate Holdco;
- (i) the restatement of the agreement entered into between Bar Ilan and the Target Company in agreed form as may be requested by the Intermediate Holdco;
- (j) the provision of such evidence to the satisfaction of the Intermediate Holdco showing full and complete settlement of all of the Target Company’s obligations and liabilities under any loans due by the Target Company to its shareholders or the written confirmation by the shareholders waiving their rights of such loans in the agreed form;
- (k) the exercise of the outstanding warrants in full by Bar Ilan for the issue of 1,358 shares in the Target Company;
- (l) the Target Company having obtained a legal opinion that all necessary consents and approvals reasonably required to be obtained in respect of the transactions contemplated under the Restructuring Agreement and the Subscription and Sale and Purchase Agreement having been obtained;
- (m) the shareholders of the Target Company waiving their rights to any claims against the Target Company;
- (n) the Target Company having obtained a legal opinion covering such aspects as the legality of the structure of the Target Company, its business, shareholding, intellectual property interest and other area which the Intermediate Holdco may consider necessary for the purpose of the transactions contemplated under the Restructuring Agreement and the Subscription and Sale and Purchase Agreement;
- (o) all necessary consents and approvals required to be obtained in respect of the transactions contemplated under the Restructuring Agreement having been obtained or satisfied; and
- (p) the signing of the deed of adherence by all the remaining shareholders of the Target Company (other than the Vendors) for the sale of their shares in the Target Company to the Intermediate Holdco to be bound by the terms of the Restructuring Agreement.

The Intermediate Holdco may waive any conditions set out above (other than (d) and (o)) at its sole discretion. If the above conditions remain unfulfilled (or as the case may be, waived by the Intermediate Holdco) by the Long Stop Date, the Restructuring Agreement shall terminate and neither party shall have any obligations and liabilities towards each other save for any antecedent breaches of the terms thereof.

Completion

Completion of the Restructuring Agreement shall take place on the date falling on the Tenth (10) Business Days after the fulfillment (or waiver) of the conditions set out above or such other date as the parties thereto may agree in writing.

In the event that the Vendors cannot secure the sale of the entire issued shares of the Target Company to the Intermediate Holdco by the Long Stop Date, the Intermediate Holdco has the discretion (but not the obligation) to acquire only part of the shareholding of the Target Company. In such circumstances, the number of the Sale Shares to be sold by the Vendors and the number of the Subscription Shares to be subscribed by the Purchaser shall be reduced proportionally accordingly to the final shareholding % of the Target Company to be held by the Intermediate Holdco upon completion of the Restructuring Agreement. The number of the Consideration Shares to be issued to acquire for the Sale Shares will also be reduced accordingly.

INFORMATION ON THE TARGET COMPANY

The Target Company is a company incorporated in Israel principally engaged in advanced personalised molecular diagnostic services for cancer evaluation and cure. The Target Company is a molecular diagnostics company founded in 2013. It provides a means for physicians to select safe and effective treatments which are tailored to patient's genetic profile. By bringing advanced molecular genomics together with individualized patient diagnoses, the Target Company aims to harness cutting edge technologies to elucidate the genetic DNA profile of patients, with particular focus on cancer and hereditary diseases, significantly improving therapeutic approaches. The Target Company works with patients, healthcare providers and researchers by offering genomic profiling tests for cancer diagnosis, risk and susceptibility, personalised precision medicine for cancer patients, reports including drug therapy recommendations, and tailored sequencing and bioinformatics services.

As at the date of this announcement, the Intermediate Holdco is a wholly owned subsidiary of the Company newly set up with a paid up capital of US\$3,000,000. The Intermediate Holdco has entered into a loan agreement to advance an interest-free loan of US\$1,500,000 to the Target Company for a term of 3 years for its daily operation.

Upon Completion, the Company and the Vendors will be interested in approximately 73.7% and 26.3% respectively of the issued share capital of the Intermediate Holdco which will hold the entire issued share capital of the Target Company. The Target Company will be accounted for as a subsidiary and will be consolidated in the financial statement of the Company.

Set out below is a summary of the financial information of the Target Company for the two financial years ended 31 December 2015 and 2016 prepared in accordance with the Israeli accounting standards:

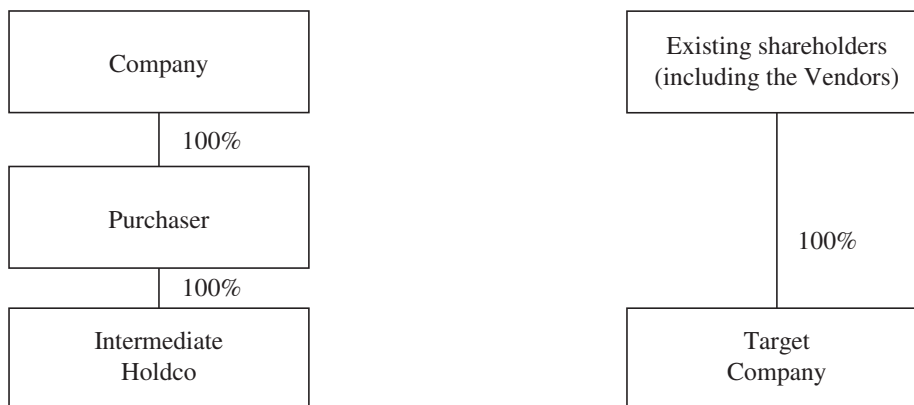
	For the year ended 31 December 2015 (Audited) US\$'000	For the year ended 31 December 2016 (Unaudited) US\$'000
Revenue	41	33
Net loss before tax	1,381	1,800
Net loss after tax	1,381	1,800

According to the unaudited financial information of the Target Company, the net liability of the Target Company as at 31 December 2016 was approximately US\$1.5 million.

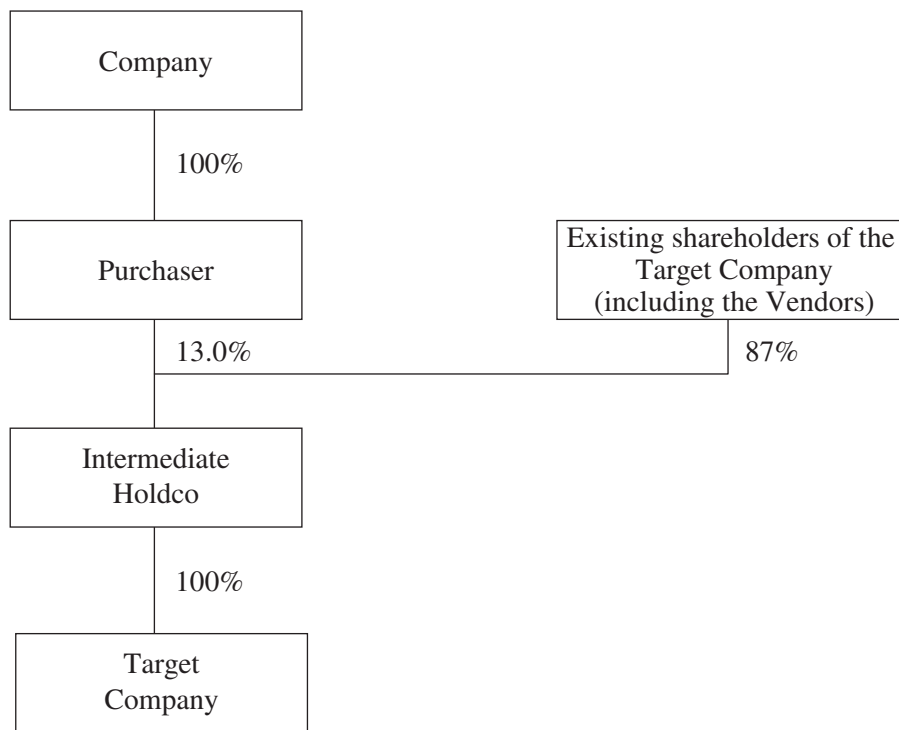
SHAREHOLDING STRUCTURE OF THE TARGET COMPANY

The following charts set out the shareholding structure of the Target Company: (i) as at the date hereof; (ii) immediately after completion of the Restructuring Agreement; and (iii) immediately upon Completion (assuming all the issued shares of the Target Company have been swapped to the Intermediate Holdco upon completion of the Restructuring Agreement):

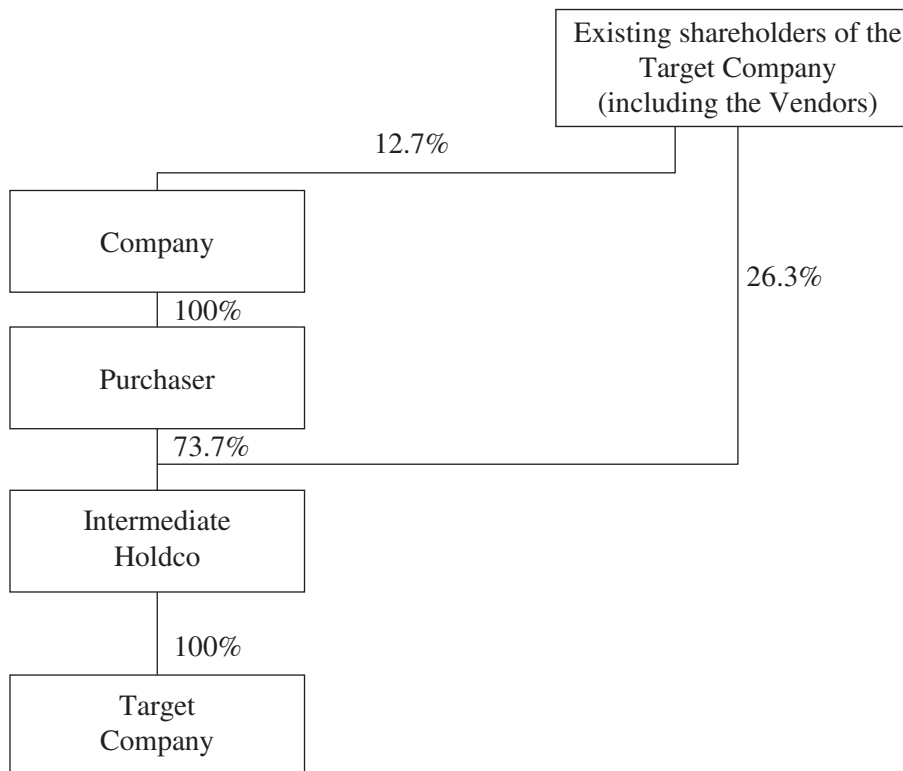
(i) As at the date of this announcement:



(ii) Immediately upon completion of the Restructuring Agreement:



(iii) Immediately upon Completion:



SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company: (i) as the date of this announcement; and (ii) immediately after the Completion taking into account the allotment and issue of the Consideration 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 Consideration Shares			
	Number of Shares	Approximate %	(Note 1)		(Note 2)	
			Number of Shares	Approximate %	Number of Shares	Approximate %
HMV Asia Limited (Note 3)	165,600,000	1.78	165,600,000	1.56	165,600,000	1.45
Wu King Shiu, Kelvin (Mr. Wu) (Notes 3 and 6)	28,488,000	0.30	28,488,000	0.26	125,372,000	1.10
Ho Gilbert Chi Hang (Mr. Ho) (Notes 4 and 6)	264,000	0.01	264,000	0.01	97,606,000	0.85
Chang Tat Joel (Mr. Chang) (Notes 5 and 6)	—	—	—	—	32,342,000	0.28
Hero Sign Limited (Note 6)	507,888,000	5.48	507,888,000	4.78	507,888,000	4.45
Abundant Star Ventures Limited (Note 6)	909,090,909	9.81	909,090,909	8.56	909,090,909	7.98
Vantage Edge Limited (Note 6)	681,818,181	7.36	681,818,181	6.42	681,818,181	5.98
Yuen Kwok On (Note 7)	1,980,000	0.02	1,980,000	0.01	4,980,000	0.04
Fong Janie (Note 8)	—	—	—	—	3,000,000	0.02
Chinn Adam David (Note 9)	—	—	—	—	3,000,000	0.02
Professor Lee Chack Fan, GBS, SBS, JP (Note 10)	—	—	—	—	3,000,000	0.02
Hong Kong HNA Holding Group Co. Limited (Note 11)	1,636,360,000	17.67	1,636,360,000	15.42	2,067,129,230	18.14
David Tin	909,088,000	9.81	909,088,000	8.56	909,088,000	7.98
Existing shareholders of the Target Company (including the Vendors)	—	—	1,352,028,381	12.74	1,352,028,381	11.86
Other public shareholders	4,417,034,644	47.76	4,417,034,644	41.68	4,530,082,172	39.83
Total	9,257,611,734	100.00	10,609,640,115	100.00	11,392,024,873	100.00

Notes:

1. Assuming no exercise of share options or conversion of convertible bonds.
2. Assuming all outstanding share options and convertible bonds of the Company are converted in full.
3. 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, 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, 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 share 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, 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 THE ACQUISITION AND 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 health technology is a potential fast growing specialized industry. The Target Company is a molecular diagnostics company providing a means for physicians to select safe and effective treatments which are tailored to a patient’s genetic profile, with particular focus on cancer and hereditary diseases. With the Target Company possessing one of the top 5 cutting edge technology in the world, the Acquisition and the Subscription enable the Group to invest in precision medicine which is expected to become mainstream medical practice in the coming years. The Target Company collaborates with researchers, hospitals, health providers, diagnostic labs and bio-pharmaceutical partners in different projects and partnerships. Some of the Vendors are founders and also part of the management team (comprising recognized scientist and experts) who will enter into a fixed term of employment contract for a term of not less than 2 years from the Completion Date. The Group has also engaged Dr. Joseph Wong, a trained medical doctor in United Kingdom who has been practicing family medicine and anti-aging medicine for more than 30 years, to advise the Board on the technical aspect of this investment. Market statistics indicate that the cancer diagnostics market is estimated to grow at a compound annual growth rate of 12.9% from US\$7.1 billion in 2015 to US\$13.1 billion in 2020. The Target Company is well positioned in the paradigm shift of cancer diagnostic and cure and the Board believes that with the support of the Company, the Target Company, though currently rooted in Israel, can further grow into one of the largest platform of molecular big-data for the evaluation and treatment of cancer in the Asia commercial roll out.

The Directors believe that the terms of the Subscription and Sale and Purchase Agreement and the Restructuring Agreement are fair and reasonable and the Acquisition and the Subscription is in the interest of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the Acquisition exceed 5% but are less than 25%, the Acquisition and the Subscription constitute a discloseable transaction for the Company under Rule 19.06 of the GEM Listing Rules and are therefore subject to the notification and announcement requirement under Chapter 19 of the GEM Listing Rules.

As the Completion is subject to the fulfillment and/or waiver (as the case may be) of the conditions precedent under the Subscription and Sale and Purchase Agreement and the Restructuring Agreement, the Acquisition and the Subscription may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

“Acquisition”	the acquisition of the Sale Shares by the Purchaser pursuant to the Subscription and Sale and Purchase Agreement
“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
“BVI”	British Virgin Islands
“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
“Completion”	completion of the Acquisition and the Subscription in accordance with the terms and conditions of the Subscription and Sale and Purchase Agreement
“Completion Date”	the date of Completion in accordance with the terms and conditions of the Subscription and Sale and Purchase Agreement, which shall take place forthwith immediately after completion of the Restructuring Agreement
“connected person(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Consideration”	up to US\$13,956,422 (equivalent to approximately HK\$108,162,000) payable for the Acquisition under the Subscription and Sale and Purchase Agreement to be satisfied by the allotment and issue of the Consideration Shares

“Consideration Shares”	up to 1,352,028,381 new Shares to be allotted and issued by the Company to the Vendors (and any shareholders of the Intermediate Holdco upon completion of the Restructuring Agreement procured by the Vendors to sell the Sale Shares to the Purchaser) at the Issue Price to settle the Consideration
“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
“Intermediate Holdco”	Earthlinks Global Limited, a company incorporated in the BVI and a wholly owned subsidiary of the Company before completion of the Restructuring Agreement
“Israel”	the State of Israel
“Issue Price”	the price of HK\$0.08 per Consideration Share
“Listing Committee”	the listing committee of the Stock Exchange for considering applications for listing and the granting of listing
“Long Stop Date”	30 June 2017 or such other later date as the relevant parties involved may agree in writing
“Material Adverse Change”	any change (or effect) which has a material and adverse effect on the financial position, business or property, results of operations of the Target Company
“Purchaser”	Honour Best Holdings Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of the Company
“Restructuring Agreement”	the sale and purchase agreement dated 5 May 2017 and entered into between the Intermediate Holdco and the Vendors in relation to the sale and purchase of the entire issued share capital of the Target Company

“Sale Shares”	up to 29,123 shares of US\$1.00 each in the capital of the Intermediate Holdco, representing approximately 60.68% of the issued share capital of the Intermediate Holdco after completion of the Restructuring Agreement
“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
“Subscription”	the subscription of the Subscription Shares pursuant to the Subscription and Sale and Purchase Agreement
“Subscription and Sale and Purchase Agreement”	the sale and purchase agreement dated 5 May 2017 and entered into among the Company, the Intermediate Holdco, the Purchaser and the Vendors in relation to the sale and purchase of the Sale Shares and the Subscription
“Subscription Shares”	up to 6,258 shares of US\$1.00 each in the capital of the Intermediate Holdco to be subscribed by the Purchaser at nominal value of US\$1.00 each
“Target Company”	GeneSort Ltd., a company incorporated under the laws of the Israel, which will become a wholly owned subsidiary of the Intermediate Holdco upon completion of the Restructuring Agreement
“Vendors”	Four shareholders of the Target Company, who will become shareholders of the Intermediate Holdco holding the Sale Shares upon completion of the Restructuring Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“US\$” United States dollars, the lawful currency of the United States

“%” per cent.

Unless otherwise specified in this announcement, the exchange rate of US\$1.00 = HK\$7.75 has 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.

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 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.