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aeso

AESO HOLDING LIMITED

艾碩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8341)

CLARIFICATION ANNOUNCEMENT IN RELATION TO THE RESULTS OF ALLOCATION OF THE PLACING

Reference is made to the formal notice dated 30 December 2016, the announcement dated 12 January 2017 in relation to the results of allocation of the Placing (the “**Placing Results Announcement**”), the announcements dated 18 April 2017 and 19 May 2017 in relation to the Requisition (the “**Requisition Announcements**”) and the EGM circular dated 24 May 2017 of Aeso Holding Limited (the “**Company**”). Unless otherwise stated, capitalised terms used herein shall have the same meaning as those defined in the Placing Results Announcement and the Requisition Announcements.

As stated in the announcement dated 18 April 2017, the Company received a Requisition from five Requisitionists to convene an EGM for the purpose of the removal of existing members of the Board and to appoint five individuals as directors of the Company.

As stated in the announcement dated 19 May 2017, among other things, the Company and its advisers have been making enquiries in respect of the relationships of the Requisitionists (the “**Enquiries**”).

As part of the Enquiries, the Board recently noted that it had neither received nor reviewed the placee lists prepared by the placing brokers of the Placing (the “**Placing Brokers**”) indicating the details of the placees subscribing for the Shares under the Placing (the “**Placee Lists**”).

In this regard, the Directors refer to the section headed “Results of Allocation” of the Placing Results Announcement, which states that:–

“The Directors confirm that all the placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates (as defined under the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the Placing Shares subscribed by the placees has been financed directly or indirectly by the

Company, a Director, chief executive, a substantial shareholder or any of its subsidiaries or an associate of any of them, and none of the placees is accustomed to take instructions from a connected person (as defined in the GEM Listing Rules) of the Company in relation to the acquisition, disposal, voting or other disposition of securities in the Company.”

(the “**Independence Confirmation**”)

The Directors wish to clarify that at the time of publishing the Placing Results Announcement and the making of the Independence Confirmation, the basis of the Independence Confirmation was not based on the Board’s review of the Placee Lists, but was instead based on, among other things, the respective letters of independence submitted to the Stock Exchange by each of the Placing Brokers before the Listing.

As the ongoing Enquiries have left the Directors with cause for concern of the accuracy of the Independence Confirmation, the Company has requested the Placing Brokers who placed the Shares under the Placing to supply it with the Placee Lists as soon as practicable so as to facilitate the ongoing Enquiries. As at the date of this announcement, the Company has not yet received the same from the Placing Brokers.

The Enquiries are ongoing and no definitive conclusions have yet been arrived at in relation to the accuracy of the Independence Confirmation. The Company will update the Shareholders insofar as appropriate in relation to progress of the ongoing Enquiries.

Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

By order of the Board
Aeso Holding Limited
Chan Siu Chung
Executive Director and Chairman

Hong Kong, 6 June 2017

As at the date of this announcement, the executive Directors are Mr. Chan Siu Chung and Mr. Cheung Hiu Tung; the non-executive Directors are Miss Zhang Qi and Mr. Law Wing Kit; and the independent non-executive Directors are Mr. Lee Chi Chung, Mr. Or Chun Man and Mr. Leung Ka Kui, Johnny.

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 enquires, confirm that, to the best of their knowledge and belief, (1) the information contained in this

announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of the publication and on the website of the Company at www.aeso.hk.