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# 亞洲聯合基建控股有限公司

## ASIA ALLIED INFRASTRUCTURE HOLDINGS LIMITED

*(Incorporated in Bermuda with Limited Liability)*  
(Stock Code: 00711.HK)

**(1) GRANT OF SHARE OPTIONS UNDER SHARE OPTION SCHEME,  
(2) SUPPLEMENTAL INFORMATION TO THE CIRCULAR  
AND  
(3) CHANGE OF COMPOSITION OF  
THE MANAGEMENT COMMITTEE**

### **GRANT OF SHARE OPTIONS UNDER SHARE OPTION SCHEME**

On 5 December 2017, the Board has approved the offer to grant a total of 39,340,000 Options to the Directors, including the INEDs, and certain employees of the Group, subject to the acceptance of the respective Grantees, under the Share Option Scheme. The Options shall entitle the Grantees to subscribe for a total of 39,340,000 Shares, representing approximately 2.10% of the issued share capital of the Company as at the Date of Grant, at the exercise price of HK\$1.02 per Share subject to the terms of the Share Option Scheme and the Grant.

### **SUPPLEMENTAL INFORMATION TO THE CIRCULAR**

For avoidance of doubt, any Options granted pursuant to the Grant are not to be counted for the purpose of calculating the Refreshed Scheme Mandate Limit (as defined in the Notice of SGM) upon passing of the Refreshment Resolution as set out in the Notice since such Options are granted prior to the date of the SGM approving the Refreshment Resolution.

### **CHANGE OF COMPOSITION OF THE MANAGEMENT COMMITTEE**

Mr. Shea Chun Lok, Quadrant, an Executive Director, has been appointed as a member of the Management Committee with effect from 5 December 2017.

## GRANT OF SHARE OPTIONS UNDER SHARE OPTION SCHEME

This announcement is made by Asia Allied Infrastructure Holdings Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”).

The board of directors of the Company (the “**Board**”) hereby announces that on 5 December 2017 (the “**Date of Grant**”), the Board has approved the offer to grant (the “**Grant**”) a total of 39,340,000 share options (the “**Options**”) to the directors of the Company (the “**Director(s)**”), including the independent non-executive Directors (the “**INED(s)**”), and certain employees of the Group (together the “**Grantees**”), subject to the acceptance of the respective Grantees, under the share option scheme adopted by the Company on 3 September 2012 (the “**Share Option Scheme**”). The Options shall entitle the Grantees to subscribe for a total of 39,340,000 ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Share(s)**”), representing approximately 2.10% of the issued share capital of the Company as at the Date of Grant. Details of the Grant of Options are as follows:

Date of Grant:	5 December 2017
Exercise price of Options granted:	HK\$1.02 per Share (being not less than the highest of (i) the closing price of HK\$1.01 per Share as quoted on the Stock Exchange on the Date of Grant; (ii) the average closing price of HK\$1.014 per Share as stated in the daily quotations sheet issued by the Stock Exchange for the five consecutive trading days immediately preceding the Date of Grant; and (iii) the nominal value of HK\$0.10 per Share)
Number of Options granted:	39,340,000 (each Option shall entitle the holder thereof to subscribe for one entitle Share).
Validity period of the Options:	Subject to the terms of the Share Option Scheme and the vesting period as set out below, the Options shall be exercisable in whole or in part within 4 years from 5 December 2017 to 4 December 2021 (both days inclusive).
Vesting period of the Options:	Up to 30% of the Options can be exercised after the first anniversary of the Date of Grant, further 30% of the Options can be exercised after the second anniversary of the Date of Grant, and the remaining 40% of the Options can be exercised after the third anniversary of the Date of Grant, such that any unexercised Options can be carried forward from the previous anniversary year(s) and will be exercisable until 4 December 2021.

Among the Options granted, 15,000,000 Options were granted to the Directors and/or substantial and controlling shareholders of the Company, and their respective associates (as defined under the Listing Rules), details of which are as follows:

<b>Name of Grantees</b>	<b>Position(s) held with the Company</b>	<b>Number of Options</b>
Mr. Pang Yat Ting, Dominic (“ <b>Mr. Pang</b> ”)	Executive Director ( <i>Note</i> )	3,000,000
Mr. Xu Jianhua	Executive Director	3,000,000
Ir Dr. Pang Yat Bond, Derrick (“ <b>Ir Dr. Pang</b> ”)	Executive Director ( <i>Note</i> )	3,000,000
Mr. Shea Chun Lok, Quadrant	Executive Director	3,000,000
Madam Li Wai Hang, Christina (“ <b>Madam Li</b> ”)	Executive Director ( <i>Note</i> )	1,200,000
Mr. Ho Gilbert Chi Hang	INED	600,000
Mr. Lam Yau Fung, Curt	INED	600,000
Mr. Wu William Wai Leung	INED	600,000

*Note:* Mr. Pang and Madam Li are also substantial and controlling shareholders of the Company, and Mr. Pang, Madam Li and Ir Dr. Pang are associates of each other (within the meanings as defined under the Listing Rules).

The grant of the Options to the above Directors and/or substantial and controlling shareholders of the Company, and their respective associates, has been approved by the INEDs (excluding the INED who is the grantee of the relevant Options) in accordance with Rule 17.04(1) of the Listing Rules.

Pursuant to Rule 17.04(1) of the Listing Rules, the grant of the Options to the above INEDs and substantial and controlling shareholders of the Company and their respective associates is not subject to approval by the shareholders of the Company as such grant would not result in the Shares issued and to be issued upon exercise of all options already granted and to be granted to such person in the 12-month period up to and including the Date of Grant (the “**Relevant Period**”) simultaneously (a) exceeding in aggregate over 0.1% of the Shares in issue, and (b) exceeding an aggregate value, based on the closing price of the Shares as quoted on the Stock Exchange at the Date of Grant, of HK\$5,000,000. Apart from the Grant, no option has been granted to any of the INEDs and substantial and controlling shareholders of the Company and their respective associates during the Relevant Period.

Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company or an associate of any of them (as defined under the Listing Rules).

## **SUPPLEMENTAL INFORMATION TO THE CIRCULAR**

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of special general meeting of the Company to be held on Monday, 11 December 2017 (the “**SGM**”), both dated 23 November 2017.

For avoidance of doubt, any Options granted pursuant to the Grant are not to be counted for the purpose of calculating the Refreshed Scheme Mandate Limit (as defined in the Notice of SGM) upon passing of the ordinary resolution no. 1 as set out in the Notice (the “**Refreshment Resolution**”) since such Options are granted prior to the date of the SGM approving the Refreshment Resolution.

Immediately after the Date of Grant, the Company has 39,340,000 share options outstanding, representing 2.10% of total issued share capital of the Company. The Scheme Mandate Limit (as defined in the Circular) so refreshed is 187,553,384 share options, which, together with the outstanding options with the right to subscribe for 39,340,000 Shares, representing approximately 12.10% of the issued share capital of the Company. Accordingly, the maximum number of Shares to be issued upon the exercise of such share options which may be granted by the Company under the Share Option Scheme with the Scheme Mandate Limit as refreshed at the SGM (together with all outstanding share options granted on the Date of Grant) will not exceed the overall limit of 30% of the Shares in issue from time to time as required under the Listing Rules.

## **CHANGE OF COMPOSITION OF THE MANAGEMENT COMMITTEE**

The Board is pleased to announce that Mr. Shea Chun Lok, Quadrant, an Executive Director, has been appointed as a member of the management committee of the Board (the “**Management Committee**”) with effect from 5 December 2017.

Following the above appointment, the Management Committee consists of Ir Dr. Pang Yat Bond, Derrick (chairman), Mr. Pang Yat Ting, Dominic, Mr. Xu Jianhua and Mr. Shea Chun Lok, Quadrant.

By Order of the Board  
**ASIA ALLIED INFRASTRUCTURE  
HOLDINGS LIMITED**  
**Pang Yat Ting, Dominic**  
*Chairman*

Hong Kong, 5 December 2017

*As at the date of this announcement, the executive directors of the Company are Mr. Pang Yat Ting, Dominic, Mr. Xu Jianhua, Ir Dr. Pang Yat Bond, Derrick, JP, Mr. Shea Chun Lok, Quadrant and Madam Li Wai Hang, Christina, and the independent non-executive directors of the Company are Mr. Ho Gilbert Chi Hang, Mr. Lam Yau Fung, Curt and Mr. Wu William Wai Leung.*