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AID Partners Capital Holdings Limited

(匯友資本控股有限公司)*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8088)

**SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO THE ISSUE OF
CONVERTIBLE BOND UNDER GENERAL MANDATE**

Reference is made to the announcement of AID Partners Capital Holdings Limited (the “**Company**”) dated 6 July 2015 (the “**Announcement**”) in relation to the issuance of Convertible Bond under the General Mandate. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

In addition to the disclosures set out in the section headed “Principal terms of the Convertible Bond” of the Announcement, the Board would like to provide Shareholders with further information regarding events that would lead to an adjustment to the Conversion Price and to supplement the terms regarding the purchase of Convertible Bond(s) as set out in the paragraph headed “Early Redemption and Purchase”, as follows:

- Adjustment events: The events leading to adjustment to the Conversion Price include the following:
- (a) any alteration of the nominal amount of a Share by reason of any consolidation or subdivision;
 - (b) an issue by the Company of Shares (other than Shares issued in lieu of the whole or any part of a cash dividend, being a dividend which the Shareholders concerned would or could otherwise have received in cash) credited as fully paid by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund);

* *For identification purposes only*

- (c) a capital distribution being made by the Company (whether on a reduction of capital or otherwise except pursuant to any purchase by the Company of its Shares which is permitted by law and, for so long as the Convertible Bond(s) is/are listed on the Stock Exchange, by the GEM Listing Rules and in accordance with the provisions of the Company's memorandum and articles of association) to Shareholders (in their capacity as such) or a grant by the Company to Shareholders (in their capacity as such) of rights to acquire for cash assets of the Company or any of its Subsidiaries;
- (d) an offer of new Shares for subscription by way of rights, or a grant of options or warrants to subscribe new Shares being made by the Company to Shareholders (in their capacity as such) at a price which is less than 90% of the market price on the date of the announcement of the terms of the offer or grant;
- (e) an issue wholly for cash being made by the Company or any of its subsidiary of securities convertible into or exchangeable for or carrying rights of conversion for new Shares and the total effective consideration per new Share receivable for such securities is less than 90% of the market price on the date of the announcement of the terms of the issue of such securities;
- (f) an issue of Shares wholly for cash at a price per Share which is less than 90% of the market price on the date of the announcement of the terms of such issue; or
- (g) offer or invitation to Shareholders to tender for sale to the Company any Shares or the repurchase of any Shares or securities convertible into Shares or any rights to acquire Shares by the Company, details terms of and arrangements under such adjustment events are set out in the Instrument. If more than one of the above adjustment events (a) to (g) occurs, the first of the applicable adjustment event shall apply to the exclusion of the remaining applicable adjustment event(s).

Early Redemption and
Purchase:

Redemption:

Unless previously redeemed and cancelled or purchased or otherwise acquired and (at the election of the Company) cancelled as, in each case, herein provided, each Convertible Bond may be redeemed by the Company at any time prior to the Maturity Date at a premium of 10% above the outstanding principal amount of the Convertible Bond(s) to be redeemed, subject to the Bondholder agreeing with such redemption.

The Company may, having given not less than thirty (30) days' notice (which notices shall be irrevocable) to the Bondholders, redeem the Convertible Bond(s) then outstanding in integral multiples of HK\$1,000,000 on the date specified in the said notice at the outstanding principal amount of the Convertible Bond(s) to be redeemed at any time prior to the Maturity Date.

Purchases:

The Company or any of its Subsidiaries may at any time and from time to time purchase or otherwise acquire Convertible Bond(s) from any of the Bondholders. Certificate(s) with respect to the Convertible Bond(s) which is/are redeemed by the Company will forthwith be cancelled.

With respect to the section headed "General Mandate to issue the Conversion Shares", the Board would like to further inform the Shareholders that:

- (a) the Conversion Price is subject to customary adjustment provisions as set out in the paragraph headed "Adjustment events" above (the "**Adjustment Provisions**"), which events are within the Company's control;
- (b) at the expected time of issue of the Convertible Bonds, the General Mandate, which has not been utilised, is sufficient to cover the number of Conversion Shares and Interest Shares based at the initial Conversion Price, assuming the full exercise of the conversion rights attached to the Convertible Bond and the Subscriber elects to receive all Interest in Shares;
- (c) the Company will not take corporate actions that would result in the aggregate number of Conversion Shares and the Interest Shares exceeding the General Mandate limit;
- (d) the Company shall maintain a register of Bondholders to keep track of the number of Conversion Shares and/or Interest Shares (as the case may be) issued and issuable under the Instrument, and will take this into account before it takes any actions that would trigger the Adjustment Provisions; and

- (e) the Company will set out in its monthly return, the number of Conversion Shares issuable upon full conversion of the amount of Convertible Bond outstanding and the number of Interest Shares that may be issued in the event the Subscriber elects to receive all Interest in Shares as at the close of the month, and that it has sufficient General Mandate to cover these Shares.

The Board would like to further inform the Shareholders that (i) if the Subscriber elects to receive the entire amount of Interest in cash, after deducting all estimated legal fees and other expenses payable by the Company, the net issue price of the Convertible Bond is approximately HK\$139,500,000 and the net issue price of each Conversion Share is approximately HK\$0.324 per Share; and (ii) if the Subscriber elects to receive the entire amount of Interest in Shares and assuming no part of the Convertible Bond is converted, redeemed or purchased before the Maturity Date, after deducting all estimated legal fees and other expenses payable by the Company, the net issue price of the Convertible Bond is approximately HK\$139,500,000 and the net issue price of each Conversion Share and the Interest Share is approximately HK\$0.220 per Share.

By order of the Board
AID PARTNERS CAPITAL HOLDINGS LIMITED
Wu King Shiu, Kelvin
Executive Director

Hong Kong, 10 July 2015

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

Executive Directors: Wu King Shiu, Kelvin, Ho Gilbert Chi Hang and Chang Tat Joel

Non-Executive Director: Stephen Shiu Junior

Independent Non-Executive Directors: Balme Didier Raymond Marie, Chinn Adam David, Professor Lee Chack Fan, GBS, SBS, JP, Shi Jinsheng, Sin Hendrick and Yuen Kwok On

This announcement, for which the Directors collectively and individually accept full responsibility, includes particular 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.