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AID Partners Capital Holdings Limited
(滙友資本控股有限公司)*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8088)

**(1) COMPLETION OF ISSUE OF CONVERTIBLE BOND
UNDER GENERAL MANDATE;**

AND

**(2) ADJUSTMENTS TO THE CONVERSION PRICE OF
THE 5% COUPON CONVERTIBLE BONDS AND RCPS**

**COMPLETION OF ISSUE OF CONVERTIBLE BOND UNDER GENERAL
MANDATE**

Reference is made to the announcements of the Company (the “**Company**”) dated 6 July (the “**1st Announcement**”) and 10 July 2015 (the “**2nd Announcement**”, together with the 1st Announcement, the “**Announcements**”), respectively, in relation to the issuance of Convertible Bond by the Company under General Mandate. Unless otherwise defined, capitalised terms used herein shall have the same meanings as in the Announcements.

The Board is pleased to announce that all the conditions precedent set out in the paragraph headed “Conditions precedent” in the 1st Announcement have been fulfilled and completion of the Subscription took place on 20 July 2015.

The Board would like to provide Shareholders with further information regarding the reasons for the issue of the Convertible Bond in addition to those set out in the section headed “Reasons for the issue of the Convertible Bond and use of proceeds” in the 1st Announcement.

Subsequent to the latest practicable date (which is 25 June 2015) (the “**Latest Practicable Date**”) for ascertaining certain information for inclusion in the circular published by the Company dated 27 June 2015 (the “**Circular**”) in relation to, among others, placing of new shares under specific mandate by the Company (the “**Placing**”), the Company decided to further explore an investment opportunity (“**Potential Investment**”), which is not one of the

* *For identification purpose only*

investment opportunities which the Company has taken into account in allocating the use of proceeds from the Placing as detailed in the “Letter from the Board” in the Circular. Accordingly, when the Company became interested in the Potential Investment, it has to consider the source of funding to finance the Potential Investment.

In preparing the statements on use of proceeds for inclusion in the Circular, the Company had considered the funding needs of its existing businesses and potential strategic investment and investment opportunities. In assessing the funding needs of its existing businesses and potential strategic investment and investment opportunities, the Company had taken into account the business plans of its existing businesses, the expected revenue generated from its existing businesses and the extent the business plans of the existing businesses can be financed by operating revenue, the availability of internal resources to finance potential strategic investment and investment opportunities, the size of investments and the investment cycle with respect to the various industry sectors the Company intends to invest in and the investment size of investment opportunities available or known to the Group as at the Latest Practicable Date. Although the Company has yet to determine its investment targets, in preparing the Circular, the Company had considered the funding needs of the various investment opportunities which were available to it or known at the then relevant time with reference to the benchmarks mentioned above. As the intention to further explore the opportunity to invest in the Potential Investment came after the Latest Practicable Date and the Company did not have any knowledge or information as to the possible investment amount for the Potential Investment, the funding requirement of the Potential Investment therefore has not been included in the perimeter within which the Company devised its plan with respect to the use of the proceeds to be raised from the Placing.

The Potential Investment and all other potential strategic investment and investment opportunities are still at a preliminary stage and subject to, among others, feasibility study of the opportunities, due diligence, and discussions and finalisation of terms and conditions on which the Company will make the investment(s), if proceed. The Potential Investment and all other potential strategic investment and investment opportunities may or may not be consummated. Shareholders and potential investors should exercise caution in dealing with the Shares.

ADJUSTMENTS TO THE CONVERSION PRICE OF THE 5% COUPON CONVERTIBLE BONDS AND RCPS

Adjustments to the RCPS

Immediately before the issue of the Convertible Bond and as at the date of this announcement, the Company has RCPS with outstanding principal amount of approximately US\$701,979 entitling the holders thereof to convert for a total of 842,374,800 Shares at the conversion price of HK\$0.13 per Share.

As a result of the issue of Convertible Bond, the conversion price of the RCPS and the number of Shares falling to be issued upon conversion of the RCPS will be adjusted pursuant to the terms and conditions of the RCPS with effect from 20 July 2015.

The table below sets out the conversion price in respect of and the number of Shares falling to be issued upon conversion of the RCPS before and after the completion of the issue of Convertible Bond.

Before completion of the issue of Convertible Bond		After completion of the issue of Convertible Bond	
Conversion price (HK\$)	Number of Shares falling to be issued upon conversion of the RCPS	Conversion price (HK\$)	Number of Shares falling to be issued upon conversion of the RCPS
0.13	842,374,800	0.12	912,572,700

Save for the above adjustments, all other terms and conditions of the outstanding RCPS remain unchanged. Veda Capital Limited, the independent financial adviser (“IFA”) has reviewed and agreed with the adjustments to the conversion price and the number of Shares falling to be issued upon conversion of the RCPS set out above.

Adjustments to the 5% Coupon Convertible Bonds

Immediately before the issue of the Convertible Bond and as at the date of this announcement, the Company has 5% Coupon Convertible Bonds with the outstanding principal amount of HK\$175,000,000 entitling the holders thereof to convert for a total of 1,346,153,846 Shares at the conversion price of HK\$0.13 per Share.

As a result of the issue of Convertible Bond, the conversion price of the 5% Coupon Convertible Bonds and the number of Shares falling to be issued upon conversion of the 5% Coupon Convertible Bonds will be adjusted pursuant to the terms and conditions of the 5% Coupon Convertible Bonds. Having taken into account the rounding requirement pursuant to the terms of the 5% Coupon Convertible Bonds, the adjusted conversion price as well as the number of Shares falling to be issued upon conversion of the 5% Coupon Convertible Bonds remain unchanged.

Save for the above adjustments, all other terms and conditions of the outstanding 5% Coupon Convertible Bonds remain unchanged. The IFA has reviewed and agreed with the adjustments to the conversion price and the number of Shares falling to be issued upon conversion of the 5% Coupon Convertible Bonds set out above.

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

Hong Kong, 20 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 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.