

## FORMS RELATING TO LISTING

### FORM F

#### The Growth Enterprise Market (GEM)

##### Company Information Sheet

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**Company name** : AID Partners Capital Holdings Limited

**Stock code (ordinary shares)** : 8088

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 16 February 2015.

#### A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 17 April 2000

Names of directors : *Executive Directors:*  
(please distinguish the status of the directors –  
Executive, Non-Executive or  
Independent Non-Executive)  
Chang Tat Joel  
Ho Gilbert Chi Hang  
Huang Kenian  
Wang Dayong  
Wu King Shiu, Kelvin

*Non-Executive Director:*  
Stephen Shiu Junior

*Independent Non-Executive Directors:*  
Shi Jinsheng  
Sin Hendrick  
Yuen Kwok On

		<b>Number of ordinary shares</b>
Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	: Legend Vantage Limited <sup>(Note 1)</sup>	347,244,306
	Li Guangrong <sup>(Note 1)</sup>	347,244,306
	Main Wealth Enterprises Limited <sup>(Note 2)</sup>	397,171,326
	Feng Yuantao <sup>(Note 2)</sup>	397,171,326

Note 1: Legend Vantage Limited (“Legend Vantage”) held 347,244,306 ordinary shares of the Company. The entire issued share capital of Legend Vantage is beneficially wholly owned by Mr. Li Guangrong. Accordingly, he is deemed to be interested in these shares through his 100% interests in Legend Vantage.

Note 2: Main Wealth Enterprises Limited (“Main Wealth”) held 397,171,326 ordinary shares of the Company. The entire issued share capital of Main Wealth is beneficially wholly owned by Mr. Feng Yuantao. Accordingly, he is deemed to be interested in these shares through his 100% interests in Main Wealth.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : Nil

Financial year end date : 31 December

Registered address : Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands

Head office and principal place of business : Units 1 & 2, 29/F., The Hennessy, 256 Hennessy Road, Wanchai, Hong Kong

Web-site address (if applicable) : [www.aid8088.com](http://www.aid8088.com)

Share registrar : Computershare Hong Kong Investor Services Limited

Auditors : BDO Limited

## **B. Business activities**

AID Partners Capital Holdings Limited (the “Company” and, together with its subsidiaries, the “Group”) is an independent asset management group listed on the Hong Kong Stock Exchange’s GEM board (HK GEM 8088).

The Group is engaged in the businesses of asset management and strategic investment.

## **C. Ordinary Shares**

Number of ordinary share in issue : 3,171,772,858

Par value of ordinary shares in issue : US\$0.01

Board lot size (in number of shares) : 8,000

Name of other stock exchange(s) on which ordinary shares are also listed : Nil

## **D. Warrants**

Stock code : N/A

Board lot size : N/A

Expiry date : N/A

Exercise price : N/A

Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right) : N/A

No. of warrants outstanding : N/A

No. of shares falling to be issued upon the exercise of outstanding warrants : N/A

## **E. Other securities**

Details of any other securities in issue:

*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

Redeemable Convertible Preference Shares ("RCPS")

<b>Issue date</b>	<b>No. of shares issued</b>	<b>Subscription price</b> US\$	<b>(Note)</b> <b>Conversion price</b> HK\$	<b>No. of shares to be issued upon conversion</b>
14 September 2011	<u>8,527,290</u>	2.00	0.13	<u>1,023,274,800</u>

*Note: The conversion price was adjusted on 27 January 2015 to HK\$0.13 per share. An exchange rate of HK\$7.80 per US\$1 shall be used in determining the conversion amount in HK\$ terms.*

The principal terms of the RCPS are summarized as follows:-

Number of RCPS in issue	:	10,019,790
Par value of RCPS in issue	:	US\$0.01
Subscription Price	:	US\$2.00 per RCPS, of which US\$0.10 per RCPS to be paid on subscription, with the remaining balance of US\$1.90 per RCPS to be paid immediately prior to the conversion of the RCPS into ordinary shares of the Company.
Voting	:	The RCPS shall not carry any voting rights prior to conversion into ordinary shares of the Company.
Dividend	:	The RCPS shall not be entitled to any dividends.
Redemption	:	The RCPS are redeemable at the Redemption Amount on the Final Redemption Date.
Final Redemption Date	:	Five years from the date of issuance of the RCPS.
Conversion Right	:	The RCPS may be convertible into ordinary shares of the Company at the discretion of the holders of the RCPS after the date of issue up to 7 days prior to the Final Redemption Date. The RCPS can only be converted upon full payment of the RCPS subscription price.

The full terms of the RCPS (in the form in which they were adopted at the extraordinary general meeting held on 12 August 2011) are available for viewing on the Company's website at [www.aid8088.com](http://www.aid8088.com).

5% Coupon Convertible Bonds Due 2017

<b>Issue date</b>	<b>Principal amount HK\$</b>	<b>(Note) Conversion price HK\$</b>	<b>No. of shares to be issued upon conversion</b>
13 June 2014	<u>175,000,000</u>	0.13	<u>1,346,153,846</u>

*Note: The conversion price was adjusted on 27 January 2015 to HK\$0.13 per share.*

The Convertible Bonds are convertible at the option of the bondholder(s) at any business day after the date of issuance i.e. 13 June 2014 up to and including the date which is seven days prior to the maturity date of 13 June 2017, into new ordinary shares of the Company at conversion price reset at HK\$0.13 per share which was adjusted as a result of the Bonus Issue on 27 January 2015. With the prior notification to the Company, the Convertible Bonds may be transferrable in integral multiples of HK\$1,000,000. No transfer of the Convertible Bond(s) to the Prohibited Transferee(s) will be permissible and in the case of any transfer to a connected person of the Company, such transfer will be permitted if the prior written consent of the Company is to be obtained. The Company may, having given not less than thirty (30) days' notice (which notices shall be irrevocable) to the Bondholders, redeem the Convertible Bonds then outstanding in integral multiples of HK\$1,000,000, at a premium of 10% above the outstanding principal amount of the Convertible Bonds to be redeemed, on the date specified in the said notice at the outstanding principal amount of the Convertible Bonds to be redeemed at any time prior to the Maturity Date. For details, please refer to the Company's circular dated 24 April 2014.

Share Options (pursuant to the share option scheme adopted on 27 March 2002)

<b>Date of options granted</b>	<b>Options exercise price HK\$</b>	<b>Outstanding options</b>	<b>Options exercisable as at 16 February 2015</b>
24 March 2006	9.51	1,619,325	1,619,325
26 April 2006	9.51	4,858,025	4,858,025
29 January 2007	4.51	809,287	809,287
11 February 2008	2.22	4,256,683	4,256,683
29 December 2008	0.22	818,336	818,336
7 October 2010	0.20	4,597,363	4,597,363
16 March 2012	0.20	18,656,820	10,456,020
14 May 2012	0.19	5,859,368	3,515,620
		<u>41,475,207</u>	<u>30,930,659</u>

*Share Options (pursuant to the share option scheme adopted on 15 April 2014)*

<b>Date of options granted</b>	<b>Options exercise price HK\$</b>	<b>Outstanding options</b>	<b>Options exercisable as at 16 February 2015</b>
15 May 2014	0.16	62,058,500	54,708,500
20 June 2014	0.16	74,683,000	63,079,875
		<u>136,741,500</u>	<u>117,788,375</u>

*(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed.)*

N/A

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

### **Responsibility statement**

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the “Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

**Ho Gilbert Chi Hang** as the attorney  
for all the Directors