

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 28 April 2016.

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)
Wu King Shiu, Kelvin (*Chairman*)
Ho Gilbert Chi Hang
Chang Tat Joel

Independent Non-Executive Directors:
Chinn Adam David
Lee Chack Fan
Yuen Kwok On

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	Number of ordinary shares
Hong Kong HNA Holding Group Co. Limited ^(Note 1)	1,636,360,000
Abundant Star Ventures Limited ^(Note 2)	909,090,909
Vantage Edge Limited ^(Note 2)	681,818,181
Hero Sign Limited ^(Note 2)	454,544,000
Wu King Shiu, Kelvin ^(Notes 2 and 3)	2,239,541,090
Li Mau ^(Note 3)	2,239,541,090
Ho Gilbert Chi Hang ^(Notes 2 and 4)	2,045,717,090
Chang Tat Joel ^(Note 2)	2,045,453,090

Notes :

- Hong Kong HNA Holding Group Co. Limited is wholly-owned by HNA Financial Holdings International Co., Ltd. (“HNA Financial”). HNA Financial is wholly-owned by Beijing HNA Financial Holdings Co., Ltd. (“Beijing HNA”). Beijing HNA is wholly-owned by HNA Investment Holding Co., Ltd. (“HNA Investment”). HNA Investment is wholly-owned by HNA Group Holdings Co., Ltd. (“HNA Holdings”). HNA Holdings is wholly-owned by HNA Group Company Limited (“HNA Group”). HNA Group is owned as to approximately 70% by Hainan Traffic Administration Holdings Company Limited (“Hainan Traffic”). Hainan Traffic is owned as to approximately 50% by Sheng Tang Development (Yangpu) Company Limited (“Sheng Tang”). Sheng Tang is owned as to 65% by Hainan Province Cihang Foundation and 35% by Tang Dynasty Development Company Limited (“Tang Dynasty”). Tang Dynasty is owned as to approximately 98% by Pan-American Aviation Holding Company Limited, which is in turn 100% beneficially owned by Jun Guan.
- Abundant Star Ventures Limited (“Abundant Star”), Vantage Edge Limited (“Vantage Edge”) and Hero Sign Limited (“Hero Sign”) owns 909,090,909, 681,818,181 and 454,544,000 shares of the Company, respectively. Mr. Wu King Shiu, Kelvin, Mr. Ho Gilbert Chi Hang and Mr. Chang Tat Joel are deemed to have interest in 909,090,909, 681,818,181 and 454,544,000 shares of the Company of which Abundant Star, Vantage Edge and Hero Sign are interested by virtue of the SFO since they indirectly own 56% through Billion Power Management Limited, 23% through Elite Honour Investments Limited and 21% through Genius Link Assets Management Limited, respectively, of the issued share capital of AID Partners GP2, Ltd.. AID Partners GP2, Ltd. is the general partner of AID Partners Capital II, L.P.. AID Partners Capital II, L.P. is a private equity fund interested in the entire issued share capital of Leader Fortune International Limited, which is interested in the entire issued share capital of Abundant Star, Vantage Edge and Hero Sign.
- Mr. Wu King Shiu, Kelvin owns 28,488,000 shares of the Company and HMV Asia Limited owns 165,600,000 shares of the Company. 62.50% of the shares of HMV Asia Limited are held by Ms. Li Mau, the spouse of Mr. Wu King Shiu, Kelvin. Accordingly, Mr. Wu King Shiu, Kelvin is deemed to be interested in the shares of the Company held by HMV Asia Limited. Mr. Wu King Shiu, Kelvin and Ms. Li Mau are also deemed to have interest in 2,045,453,090 shares of the Company as mentioned in Note 2 above.
- Mr. Ho Gilbert Chi Hang owns 264,000 shares of the Company. Mr. Ho Gilbert Chi Hang is also deemed to have interest in 2,045,453,090 shares of the Company as mentioned in Note 2 above.

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

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 : 9,257,611,734

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")

Issue date	No. of shares issued	Subscription price US\$	Conversion price HK\$	No. of shares to be issued upon conversion
14 September 2011	<u>7,019,790</u>	2.00	0.10	<u>1,095,087,240</u>

Note: The conversion price was adjusted on 11 August 2015 to HK\$0.10 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.

8% Coupon Convertible Bonds Due 2020

Issue date	Principal amount HK\$	Conversion price HK\$	No. of shares to be issued upon conversion
20 July 2015	<u>140,000,000</u>	0.325	<u>430,769,230</u>

The Convertible Bonds are convertible at the option of the bondholder(s) at any business day during the period commencing from the date fall on the first anniversary of the issue date (i.e. 20 July 2015) up to and including the date which is seven days prior to the maturity date of 20 July 2015, into new ordinary shares of the Company at conversion price at HK\$0.325 per share. 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 announcement dated 6 July 2015.

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

Date of options granted	Options exercise price HK\$	Outstanding options	Options exercisable as at 28 April 2016
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	2,370,561	2,370,561
16 March 2012	0.20	5,342,580	5,342,580
14 May 2012	0.19	5,859,368	5,859,368
		<u>24,314,840</u>	<u>24,314,840</u>

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

Date of options granted	Options exercise price HK\$	Outstanding options	Options exercisable as at 28 April 2016
15 May 2014	0.16	54,684,000	54,684,000
20 June 2014	0.16	67,868,000	67,868,000
1 April 2016	0.247	251,368,000	0
		<u>373,920,000</u>	<u>122,552,000</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