

*Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.*



**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)**

**COMPLETION OF PLACING OF NEW SHARES UNDER  
SPECIFIC MANDATE INVOLVING CONNECTED PERSON(S);**

**AND**

**ADJUSTMENTS TO THE RCPS AND 5% COUPON CONVERTIBLE BONDS  
CONVERSION PRICE AS A RESULT OF THE PLACING**

Reference is made to the announcement of AID Partners Capital Holdings Limited (the “**Company**”) dated 5 June 2015 and the circular of the Company dated 27 June 2015 (the “**Circular**”) in relation to the Placing and the transactions contemplated thereunder. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless otherwise stated.

**COMPLETION OF THE PLACING**

The Board is pleased to announce that all conditions of the Placing have been fulfilled and the Completion of Placing took place on 11 August 2015 in accordance with the terms and conditions of Placing Agreement and the resolution passed at the EGM held on 14 July 2015.

An aggregate of 2,272,720,000 Placing Shares and 1,732,672,000 Optional Shares, representing approximately 30.48% and 23.22% of the enlarged issued share capital of the Company immediately after the Completion of Placing, were allotted and issued to not less than six (6) Placees at the Placing Price of HK\$0.22 per Offered Share, among which (i) 454,544,000 Offered Shares, representing approximately 6.09% of the enlarged issued share capital of the Company immediately after the Completion of Placing, were subscribed by Hero Sign Limited 雄兆有限公司 (“**Hero Sign**”), (ii) 1,636,360,000 Offered Shares, representing approximately 21.94% of the enlarged issued share capital of the Company immediately after the Completion of Placing, were subscribed by Hong Kong HNA Holding Group Co. Limited 香港海航實業集團有限公司 (“**HNA**”), (iii) 909,088,000 Offered

\* For identification purpose only

Shares, representing approximately 12.19% of the enlarged issued share capital of the Company immediately after the Completion of Placing, were subscribed by Mr. David Tin (“**Mr. Tin**”), and (iv) the remaining 1,005,400,000 Offered Shares, representing approximately 13.48% of the enlarged issued share capital of the Company immediately after the Completion of Placing, were allotted and issued to not less than three (3) independent Placees pursuant to the terms and conditions of the Placing Agreement. The Option granted by the Company to the Placing Agent was partially exercised by the Placing Agent pursuant to the Placing Agreement.

Hero Sign is an indirect wholly-owned subsidiary of AID Cap II and AID Cap II is indirectly controlled by Mr. Wu, the chief executive officer of the Company and executive Director. As Mr. Wu is a connected person of the Company, AID Cap II being an associate of Mr. Wu and Hero Sign being an indirect subsidiary of AID Cap II, are also connected persons of the Company under Chapter 20 of the GEM Listing Rules.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries: (i) immediately before the Completion of Placing, all Placees (except AID Cap II) and their ultimate beneficial owners (if any) are third parties independent of the Group and connected persons of the Group (as defined in the GEM Listing Rules); (ii) immediately after the Completion of Placing, HNA and Mr. Tin have become substantial shareholders of the Company; and (iii) except for HNA and Mr. Tin, none of the other Placees has become a substantial shareholder of the Company immediately after the Completion of Placing.

The net proceeds from the Placing of the Placing Shares and the partial exercise of the Option amounted to approximately HK\$483,700,000 and HK\$369,752,000, respectively, which are intended to be used in the manner as disclosed in the Circular.

## **INFORMATION ON THE NEW SUBSTANTIAL SHAREHOLDERS**

### **HNA**

HNA is an indirect wholly-owned subsidiary of HNA Holding Group Co., Ltd (“**HNA Holding**”), which is one of the core industry sectors of HNA Group Co., Ltd and its subsidiaries (“**HNA Group**”). HNA Holding has, among others, two (2) major investments, namely (i) HNA Infrastructure Company Limited (“**HNA Infrastructure**”) and (ii) HNA Investment Group Co. Ltd (“**HNA Investment**”). HNA Infrastructure specialises in businesses such as the operation and management of airports, engineering design and management, duty free businesses as well as the development and management of landmark buildings, scenic spots, airport industry, navigation industry and urban complexes spreading over 40 cities around the world. HNA Investment creates domestic investment platform for HNA Group according to the latest characteristics within both domestic and foreign capital areas and build a diversified industrial investing and financing platform by making use of banks, securities, insurance, fund and asset management tools.

By the end of 2014, the total assets of HNA Holding reached RMB187 billion with annual revenue of RMB37 billion. HNA Holding holds stake in four (4) listed companies, namely Hainan Island Construction Co., Ltd. (600515.SH), HNA Infrastructure Company Limited (357.HK), Xi’an Minsheng Group Co., Ltd. (000564.SZ) and HNA Investment Group Co., Ltd. (000616.SZ).

As at the date of this announcement, HNA is a holder of the convertible bond in the aggregate principal amount of HK\$140,000,000 bearing a compound interest rate of eight per cent. (8%) per annum (the “**8% Coupon Convertible Bond**”) issued by the Company. The 8% Coupon Convertible Bond entitles HNA to convert for a total of 430,769,230 Shares at the initial conversion price of HK\$0.325 per Share (subject to adjustments).

## Mr. Tin

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, immediately before the Completion of Placing, Mr. Tin is a third party independent of the Group and connected persons of the Group (as defined in the GEM Listing Rules).

## EFFECTS ON SHAREHOLDING STRUCTURE

The shareholding structures of the Company immediately before and after the Completion of Placing are set out below:

	Immediately before Completion of Placing				Immediately after Completion of Placing			
	(Note 1)		(Note 2)		(Note 1)		(Note 2)	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
HMV Asia Limited (Note 3)	165,600,000	4.79	165,600,000	2.63	165,600,000	2.22	165,600,000	1.54
Mr. Wu (Notes 3, 9 and 11)	14,400,000	0.41	41,284,000	0.65	14,400,000	0.19	41,284,000	0.38
Mr. Ho (Notes 4, 9 and 11)	264,000	0.01	27,606,000	0.43	264,000	0.01	27,606,000	0.25
Mr. Yuen (Note 8)	1,980,000	0.05	1,980,000	0.03	1,980,000	0.02	1,980,000	0.01
Mr. Chang (Notes 5, 9 and 11)	—	0.00	27,342,000	0.43	—	0.00	27,342,000	0.25
Mr. Shiu (Note 6)	—	0.00	2,937,500	0.04	—	0.00	2,937,500	0.02
Mr. Shi (Note 7)	—	0.00	2,643,750	0.04	—	0.00	2,643,750	0.02
Abundant Star (Note 9)	—	0.00	769,230,769	12.23	—	0.00	909,090,909	8.47
Vantage Edge (Note 9)	—	0.00	576,923,077	9.17	—	0.00	681,818,181	6.35
Able Supreme Management Limited (Note 10)	—	0.00	900,913,000	14.32	—	0.00	1,081,095,600	10.08
Placees								
— Hero Sign (Note 11)	—	0.00	—	0.00	454,544,000	6.09	454,544,000	4.23
— HNA (Note 12)	—	0.00	430,769,230	6.85	1,636,360,000	21.94	2,067,129,230	19.28
— Mr. Tin	—	0.00	—	0.00	909,088,000	12.19	909,088,000	8.47
— Other Placees	—	0.00	—	0.00	1,005,400,000	13.48	1,005,400,000	9.37
Public shareholders	3,268,201,613	94.74	3,341,198,228	53.18	3,268,201,613	43.86	3,343,530,168	31.28
Total	<u>3,450,445,613</u>	<u>100.00</u>	<u>6,288,427,554</u>	<u>100.00</u>	<u>7,455,837,613</u>	<u>100.00</u>	<u>10,721,089,338</u>	<u>100.00</u>

### Notes:

1. Assuming no exercise of Share Options, or conversion of RCPS or 5% Coupon Convertible Bonds or 8% Coupon Convertible Bond.
2. Assuming all Share Options are fully exercised and all RCPS, 5% Coupon Convertible Bonds and 8% Coupon Convertible Bond are converted in full.
3. Mr. Wu, the chief executive officer of the Company and executive Director, owns 14,400,000 Shares. Mr. Wu is also deemed to be interested in 165,600,000 Shares held by HMV Asia Limited through his deemed interest in 62.5% of the issued share capital in HMV Asia Limited due to family holdings and

454,544,000 Shares held by Hero Sign as mentioned in note 11 below. Mr. Wu is interested in 26,884,000 Share Options at an exercise price of HK\$0.16 per Share (subject to adjustments) to subscribe for Shares. Mr. Wu is deemed to have interest in 1,590,909,090 underlying Shares as mentioned in note 9 below. Mr. Wu is also interested in 88,200,000 underlying Shares.

4. Mr. Ho, the chief investment officer of the Company and executive Director, owns 264,000 Shares and is interested in 27,342,000 Share Options at an exercise price of HK\$0.16 per Share (subject to adjustments) to subscribe for Shares. Mr. Ho is deemed to have interest in 1,590,909,090 underlying Shares as mentioned in note 9 below. Mr. Ho is also deemed to be interested in 454,544,000 Shares held by Hero Sign as mentioned in note 11 below.
5. Mr. Chang, an executive Director, is interested in 27,342,000 Share Options at an exercise price of HK\$0.16 per Share (subject to adjustments) to subscribe for Shares. Mr. Chang is deemed to have interest in 1,590,909,090 underlying Shares as mentioned in note 9 below. Mr. Chang is also deemed to be interested in 454,544,000 Shares held by Hero Sign as mentioned in note 11 below.
6. Mr. Shiu, a non-executive Director, is interested in 2,937,500 Share Options at an exercise price of HK\$0.16 per Share (subject to adjustments) to subscribe for Shares.
7. Mr. Shi, an independent non-executive Director, is interested in 2,643,750 Share Options at an exercise price of HK\$0.16 per Share (subject to adjustments) to subscribe for Shares.
8. Mr. Yuen, an independent non-executive Director, owns 1,980,000 Shares.
9. Abundant Star and Vantage Edge own 909,090,909 and 681,818,181 underlying Shares, which will be allotted and issued upon full conversion of the outstanding 5% Coupon Convertible Bonds for a principal sum of HK\$100,000,000 and HK\$75,000,000, respectively, at the conversion price of HK\$0.11 per Share (adjusted on 11 August 2015). Mr. Wu, Mr. Ho and Mr. Chang are deemed to have interest in 1,590,909,090 underlying Shares of which Abundant Star and Vantage Edge were deemed to be 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 in AID Partners GP2, Ltd.. AID Partners GP2, Ltd. is the general partner of AID Cap II. AID Cap II is interested in the entire issued share capital of Leader Fortune International Limited, which is interested in the entire issued share capital of Abundant Star and Vantage Edge.
10. Able Supreme Management Limited (“**Able Supreme**”) owns 1,081,095,600 underlying Shares which will be allotted and issued upon full conversion of 6,930,100 RCPS at conversion price of HK\$0.10 (adjusted on 11 August 2015). The entire issued share capital of Able Supreme is held by Billion Pine International Limited, which in turn is beneficially wholly owned by Mr. Hu Yin (“**Mr. Hu**”). Accordingly, Mr. Hu is interested in these underlying Shares through his 100% indirect interests in Able Supreme.
11. Hero Sign owns 454,544,000 Shares immediately after Completion of Placing. Mr. Wu, Mr. Ho and Mr. Chang are deemed to have interest in 454,544,000 Shares of which Hero Sign owns 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 in AID Partners GP2, Ltd.. AID Partners GP2, Ltd. is the general partner of AID Cap II. AID Cap II is interested in the entire issued share capital of Leader Fortune International Limited, which is interested in the entire issued share capital of Hero Sign.
12. HNA owns 1,636,360,000 Shares immediately after Completion of Placing and 430,769,230 underlying Shares, which will be allotted and issued upon full conversion of the outstanding 8% Coupon Convertible Bond issued by the Company at the initial conversion price of HK\$0.325 per Share (subject to adjustments).

## **ADJUSTMENTS TO RCPS AND 5% COUPON CONVERTIBLE BONDS CONVERSION PRICE AS A RESULT OF THE PLACING**

### **Adjustments to the RCPS**

As at the date of this announcement, the Company has RCPS with the outstanding principal amount of approximately US\$701,979 entitling the holders thereof to convert for a total of 912,572,700 Shares at the conversion price of HK\$0.12 per Share immediately before the Completion of Placing.

As a result of the Placing, 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 11 August 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 Placing.

<b>Before completion of Placing</b>		<b>After completion of Placing</b>	
<b>Conversion price (HK\$)</b>	<b>Number of Shares falling to be issued upon conversion of the RCPS</b>	<b>Conversion price (HK\$)</b>	<b>Number of Shares falling to be issued upon conversion of the RCPS</b>
0.12	912,572,700	0.10	1,095,087,240

Save for the above adjustments, all other terms and conditions of the outstanding RCPS remain unchanged. Veda Capital Limited (“**Veda**”) 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, which have been disclosed above.

### **Adjustments to the 5% Coupon Convertible Bonds**

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 immediately before the Completion of Placing.

As a result of the Placing, the conversion price of the 5% Coupon Convertible Bonds 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 5% Coupon Convertible Bonds with effect from 11 August 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 5% Coupon Convertible Bonds before and after the Completion of Placing.

<b>Before completion of Placing</b>		<b>After completion of Placing</b>	
<b>Conversion price (HK\$)</b>	<b>Number of Shares falling to be issued upon conversion of the 5% Coupon Convertible Bonds</b>	<b>Conversion price (HK\$)</b>	<b>Number of Shares falling to be issued upon conversion of the 5% Coupon Convertible Bonds</b>
0.13	1,346,153,846	0.11	1,590,909,090

Save for the above adjustments, all other terms and conditions of the outstanding 5% Coupon Convertible Bonds remain unchanged. Veda 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, which have been disclosed above.

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

Hong Kong, 11 August 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](http://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](http://www.aid8088.com).*