

*Hong Kong Exchanges 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 purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.*



**AVIC Joy Holdings (HK) Limited**

**幸福控股（香港）有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 260)**

## **COMPLETION OF PLACING OF CONVERTIBLE NOTES UNDER GENERAL MANDATE**

**Placing Agent**



**億聲證券有限公司**

**Brilliant Norton**

Securities Company Limited

Reference is made to the announcement of AVIC Joy Holdings (HK) Limited (the “**Company**”) dated 3 November 2016 (the “**Announcement**”) in relation to the Placing. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

### **COMPLETION OF THE PLACING**

The Board is pleased to announce that all conditions precedent under the Placing Agreement have been fulfilled and Completion took place on 17 November 2016. The Convertible Notes with an aggregate principal amount of HK\$140,000,000 were placed to not less than six Placées in accordance with the terms of the Placing Agreement.

The net proceeds from the Placing, after deducting the placing commission and other expenses incurred in the Placing, amounted to approximately HK\$138.9 million.

## EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after the allotment and issue of the Conversion Shares upon full conversion of the Convertible Notes, assuming no exercise of the outstanding Share Options and no conversion of the Existing Convertible Notes; and (iii) immediately after the allotment and issue of the Conversion Shares upon full conversion of the Convertible Notes, assuming exercise in full of the outstanding Share Options and exercise in full of the conversion rights attaching to the Existing Convertible Notes:

	As at the date of this announcement		Immediately after the allotment and issue of the Conversion Shares upon full conversion of the Convertible Notes, assuming no exercise of the outstanding Share Options and no conversion of the Existing Convertible Notes		Immediately after the allotment and issue of the Conversion Shares upon full conversion of the Convertible Notes, assuming exercise in full of the outstanding Share Options and exercise in full of the conversion rights attaching to the Existing Convertible Notes	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
<b>Substantial Shareholders</b>						
Billirich (Note 1)	1,031,595,000	17.36	1,031,595,000	14.86	1,256,707,486	16.95
AVIC Joy Air Holdings Limited (Note 2)	60,810,000	1.02	60,810,000	0.87	60,810,000	0.82
AVIC International (HK)	504,023,891	8.48	504,023,891	7.26	504,023,891	6.80
Sub-total	1,596,428,891	26.86	1,596,428,891	22.99	1,821,541,377	24.57
<b>Directors</b>						
Zhu Dong	1,740,000	0.03	1,740,000	0.03	1,740,000	0.02
Wang Xiaowei	-	-	-	-	8,980,000	0.12
Sub-total	1,740,000	0.03	1,740,000	0.03	10,720,000	0.14
Noteholder(s)	-	-	1,000,000,000	14.40	1,000,000,000	13.49
<b>Public</b>						
Grand Win Overseas Ltd. (Note 3)	313,965,000	5.28	313,965,000	4.52	313,965,000	4.23
Employees and consultants (Share Options holders)	-	-	-	-	206,250,000	2.78
Other public Shareholders	4,031,611,850	67.83	4,031,611,850	58.06	4,061,611,850	54.79
<b>Total</b>	<b>5,943,745,741</b>	<b>100.00</b>	<b>6,943,745,741</b>	<b>100.00</b>	<b>7,414,088,227</b>	<b>100.00</b>

*Notes:*

- (1) Billirich is a wholly-owned subsidiary of AVIC International Holding (HK) Limited (“AVIC Int’l”). Tacko International Limited, together with its wholly-owned subsidiary, hold in aggregate approximately 34.34% of the issued share capital of AVIC Int’l. Tacko International Limited is a wholly-owned subsidiary of AVIC International (HK), which in turn is a wholly-owned subsidiary of AVIC International Holding Corporation, which in turn is owned as to approximately 62.52% by AVIC as of the date of this announcement. Accordingly, all these corporations are deemed to be interested in the Shares and convertible shares held by Billirich.
- (2) AVIC Joy Air Holdings Limited is a wholly-owned subsidiary of AVIC Joy Air (HK) Holdings Limited, which in turn is a wholly-owned subsidiary of 幸福航空控股有限公司. 幸福航空控股有限公司 is owned as to approximately 57.14% by AVIC and approximately 42.86% by AVIC International Holding Corporation, which is a non-wholly owned subsidiary of AVIC (62.52% interest controlled by AVIC). Accordingly, all these corporations are deemed to be interested in the Shares held by AVIC Joy Air Holdings Limited.
- (3) Grand Win Overseas Ltd. is a wholly-owned subsidiary of Sun Shining Investment Corp. Tai Yuen Textile Company Ltd. beneficially owns 82.85% equity interest in Sun Shining Investment Corp. and therefore, these corporations are deemed to be interested in the Shares held by Grand Win Overseas Ltd.

By order of the Board  
**AVIC Joy Holdings (HK) Limited**  
**Wang Xiaowei**  
*Chief Executive Officer*  
*and Executive Director*

Hong Kong, 17 November 2016

*As of the date of this announcement, the Board comprises Mr. Zhu Dong (Chairman), Mr. Wang Xiaowei (Chief Executive Officer), Mr. Zang Zheng and Mr. Xiao Wei as executive Directors; and Mr. Hu Xiaowen, Mr. Gong Changhui and Mr. Wu Meng as independent non-executive Directors.*