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# 亞洲聯合基建控股有限公司

## ASIA ALLIED INFRASTRUCTURE HOLDINGS LIMITED

*(Incorporated in Bermuda with Limited Liability)*  
(Stock Code: 00711.HK)

### **(1) UPDATE ON THE STATUS OF PUBLIC FLOAT OF THE SHARES AND (2) APPLICATION FOR EXTENSION OF WAIVER IN RESPECT OF PUBLIC FLOAT OF THE SHARES**

Reference is made to (i) the composite offer and response document jointly issued by Asia Allied Infrastructure Holdings Limited (the “**Company**”) and GT Winners Limited (the “**Offeror**”) dated 12 January 2017 (the “**Composite Document**”) in relation to the Offers; (ii) the announcement jointly issued by the Company and the Offeror dated 2 February 2017 and the announcement of the Company dated 6 February 2017 (the “**Waiver Announcement**”) in relation to, among other matters, the public float of the Shares and the waiver in respect thereof; and (iii) the announcements of the Company dated 1 March 2017 and 31 March 2017 respectively in relation to the status of the public float of the Shares. Capitalised terms used in this announcement shall have the same meanings as those defined in the Composite Document unless the context requires otherwise.

#### **UPDATE ON THE STATUS OF PUBLIC FLOAT OF THE SHARES**

##### **Agreements for Disposal of Shares by the Offeror**

The Offeror has informed the Company that on 21 April 2017, it has entered into (i) a sale and purchase agreement with a third party individual (the “**Purchaser A**”) for the disposal of 80,700,000 Shares, representing approximately 4.98% of the issued share capital of the Company

(the “**Disposal A**”); and (ii) a sale and purchase agreement with another third party entity (the “**Purchaser B**”) for the disposal of 79,300,000 Shares, representing approximately 4.90% of the issued share capital of the Company (the “**Disposal B**”, together with the Disposal A, collectively the “**Disposals**”).

To the best information, knowledge and belief of the Directors having made all reasonable enquiries, neither the Purchaser A, the Purchaser B nor the ultimate beneficial owners of the Purchaser B are core connected persons of the Company or their respective close associates (as defined in the Listing Rules). It is expected that neither the Purchaser A nor the Purchaser B will become a substantial shareholder of the Company (as defined in the Listing Rules) immediately after respective completion of the Disposals (the “**Disposal Completion**”), which are pending completion of certain procedures and arrangements in respect of settlement and financing. It is expected that the Disposal Completion will take place on or before 16 May 2017.

### **Public Float of the Shares**

As the Disposal Completion has yet to take place, to the best knowledge of the Directors based on the latest available information, as at the date of this announcement, the public float of the Shares is approximately 17.82%, which remains below the minimum public float requirement of 25% under Rule 8.08(1)(a) of the Listing Rules.

Assuming that until the Disposal Completion, (i) the issued share capital of the Company remains unchanged and (ii) there is no other change in the shareholding structure of the Company, the public float of the Shares immediately upon the Disposal Completion will increase from approximately 17.82% to approximately 27.70% based on the issued share capital of the Company of 1,619,293,787 Shares.

To the best knowledge of the Directors based on the latest available information, the shareholding structure of the Company (i) as at the date of this announcement and (ii) immediately upon the Disposal Completion are set out as follows:

<b>Shareholders</b>	<b>As at the date of this announcement</b>		<b>Immediately upon the Disposal Completion</b>	
	<i>Number of Shares held</i>	<i>Approximate percentage of the total issued share capital of the Company</i>	<i>Number of Shares held</i>	<i>Approximate percentage of the total issued share capital of the Company</i>
Offeror	1,306,793,645	80.70%	1,146,793,645	70.82%
Mr. Dominic Pang (Note)	5,680,000	0.35%	5,680,000	0.35%
Ir Dr. Derrick Pang (Note)	7,326,000	0.45%	7,326,000	0.45%
Madam Li (Note)	10,880,875	0.67%	10,880,875	0.67%
<b>Sub-total: Offeror and its Concert Parties</b>	<b>1,330,680,520</b>	<b>82.18%</b>	<b>1,170,680,520</b>	<b>72.30%</b>
Purchaser A	-	-	80,700,000	4.98%
Purchaser B	-	-	79,300,000	4.90%
Other Public Shareholders	288,613,267	17.82%	288,613,267	17.82%
<b>Sub-total: Public Shareholders</b>	<b>288,613,267</b>	<b>17.82%</b>	<b>448,613,267</b>	<b>27.70%</b>
<b>TOTAL</b>	<b>1,619,293,787</b>	<b>100%</b>	<b>1,619,293,787</b>	<b>100%</b>

Note: Mr. Dominic Pang, Ir Dr. Derrick Pang and Madam Li are the parties acting in concert with the Offeror. The Offeror is owned as to 45% by Mr. Dominic Pang and 45% by Madam Li and each of them is deemed to have interest in the Shares held by the Offeror. Each of Mr. Dominic Pang, Ir Dr. Derrick Pang and Madam Li personally holds 5,680,000 Shares, 7,326,000 Shares and 10,880,875 Shares, respectively.

## **APPLICATION FOR EXTENSION OF WAIVER**

As disclosed in the Waiver Announcement, the Stock Exchange has granted to the Company a temporary waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules for the period commencing from 2 February 2017 to 30 April 2017 (the “**Waiver Period**”).

As the public float of the Shares has not yet restored pending the Disposal Completion, the Company has applied to the Stock Exchange for the extension of the Waiver Period to 16 May 2017 (the “**Waiver Period Extension**”).

The Company will make further announcement(s) in respect of the Waiver Period Extension and the restoration of public float as and when appropriate pursuant to the Listing Rules.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

By Order of the Board  
**ASIA ALLIED INFRASTRUCTURE  
HOLDINGS LIMITED**  
**Pang Yat Ting, Dominic**  
*Chairman*

Hong Kong, 28 April 2017

*As at the date of this announcement, the executive directors of the Company are Mr. Pang Yat Ting, Dominic, Mr. Xu Jianhua, Ir Dr. Pang Yat Bond, Derrick and Mr. Kwok Yuk Chiu, Clement, and the independent non-executive directors of the Company are Mr. Ho Gilbert Chi Hang, Mr. Lam Yau Fung, Curt and Mr. Wu William Wai Leung.*