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CROSBY

CROSBY CAPITAL LIMITED

(高誠資本有限公司)*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8088)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Crosby Capital Limited (the “**Company**”) will be held at Units 1&2, 29/F., The Hennessy, 256 Hennessy Road, Wanchai, Hong Kong, on Monday, 22 December 2014 at 10:00 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the conditional sale and purchase agreement dated 26 October 2014 (the “**Sale and Purchase Agreement**”, details of which were disclosed in the circular of the Company dated 28 November 2014 (the “**Circular**”) entered into amongst (i) Action Key Investments Limited as purchaser (the “**Purchaser**”), an indirect wholly-owned subsidiary of the Company; (ii) the Company; and (iii) HMV Asia Limited, Wong Nga Fan, Butt, Emily Oy-Fong and Wu King Shiu, Kelvin as vendors (collectively, the “**Vendors**”), in relation to the sale and purchase of an aggregate of approximately 35.46% of the issued share capital of HMV Ideal Limited (the “**Acquisition**”), for an aggregate consideration of (i) 980 ordinary shares (“**Consideration Shares**”) of VS Media Co Limited (“**VS Media (BVI)**”) and (ii) the aggregate of all outstanding amounts owed by VS Media Limited to each of HMV Ideal Limited, HMV Marketing Limited, Vissible Co & Limited and Viss Me Co & Limited as at the close of business on the date of completion of the Acquisition and the transfer of the Consideration Shares by HMV Ideal Limited to

* *For identification purpose only*

the Vendors or their nominees (the “**Transfer**”), which shall not in any event be more than HK\$6,100,000, in accordance with the Sale and Purchase Agreement (a copy of Sale and Purchase Agreement has been produced at the meeting marked “A” and signed by the chairman of the meeting for identification purpose) and all the transactions contemplated thereunder be and is hereby approved, confirmed and ratified; and

- (b) any one director of the Company (“**Director(s)**”) be and is hereby authorised to do all such acts and things and execute all such documents or instrument under hand (or where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) as he or she may consider necessary, appropriate, expedient or desirable in connection with, or to give effect to, the Sale and Purchase Agreement and to implement the transactions contemplated thereunder (including, but not limited to, the Acquisition and the Transfer) and to agree to such variations, amendments or waivers of matters relating thereto that are of administrative nature and ancillary to the implementation of the Sale and Purchase Agreement and the transactions contemplated under or incidental to the Sale and Purchase Agreement.”

SPECIAL RESOLUTION

2. “**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Crosby Capital Limited” to “AID Partners Capital Holdings Limited” and to adopt the Chinese name of “滙友資本控股有限公司” in place of its existing Chinese name “高誠資本有限公司” which has been used for identification purposes only, and that the Directors be and are hereby authorised to do all such acts, and execute such deeds and things they may, in their absolute discretion, deem fit in order to effect such change of name.”

By Order of the Board
Crosby Capital Limited
Wu King Shiu, Kelvin
Executive Director

Hong Kong, 28 November 2014

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

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

Notes:

1. A shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead at the meeting in accordance with the Articles of Association of the Company. A proxy need not be a shareholder of the Company but must be present in person to represent the shareholder.
2. To be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited with principal place of business of the Company at Units 1&2, 29/F., The Hennessy, 256 Hennessy Road, Wanchai, Hong Kong at least 48 hours before the time appointed for holding the meeting or any adjournment thereof as the case may be and in default thereof the form of proxy and such power or authority shall not be treated as valid.
3. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

As at the date of this notice, the board of Directors comprises five (5) executive Directors, namely, Chang Tat Joel, Ho Gilbert Chi Hang, Huang Kenian, Wang Dayong and Wu King Shiu, Kelvin; one (1) non-executive Director, namely, Stephen Shiu Junior; and three (3) independent non-executive Directors, namely, Shi Jinsheng, Sin Hendrick and Yuen Kwok On.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited 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 the information contained in this notice is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the GEM website at 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.crosbycapitallimited.com.