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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)

**THIRD INSTALMENT AND 2015 PROFIT BONUS PAYMENT
IN RELATION TO THE DISCLOSEABLE TRANSACTION —
ACQUISITION OF 70% ISSUED SHARE CAPITAL OF
THE TARGET COMPANY**

Reference is made to the announcements of the Company (the “**Company**”) dated 1 December 2014, 17 February 2015, 17 March 2015, 2 April 2015 and 12 August 2015 and the circular of the Company dated 2 March 2015 (the “**Circular**”) in relation to, among other things, the Acquisition. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as ascribed thereto in the Circular.

The Board wishes to inform the Shareholders that further to the issuance of the 2015 Annual Report, pursuant to the Sale and Purchase Agreement, it has been determined as follows:

- (i) the 2015 Audited Net Profit is more than RMB22,000,000 (equivalent to approximately HK\$27,792,600) and no Adjustment will have to be made to the Third Instalment. Pursuant to the Sale and Purchase Agreement, the Second Instalment was paid to the Vendor, therefore an amount equivalent to the Second Instalment shall be deducted from the Third Instalment and accordingly, the Third Instalment in the amount of RMB28,000,000 (equivalent to approximately HK\$35,372,400) is payable to the Vendor by the issue and allotment of the Third Instalment Consideration Shares within 15 Business Days from the date of issue of the 2015 Annual Report; and
- (ii) the 2015 Audited Net Profit is more than the 2015 Profit Target and the 2015 Profit Bonus in the amount of RMB6,534,760 (equivalent to approximately HK\$8,255,362) is payable to the Vendor by the issue and allotment of the 2015 Profit Bonus Shares within 15 Business Days from the date of issue of the 2015 Annual Report.

* *For identification purpose only*

Pursuant to the Supplemental Agreement, Third Instalment Consideration Shares shall be allotted and issued at the issue price of HK\$0.214 per Share. Pursuant to the Sale and Purchase Agreement, the 2015 Profit Bonus Shares to be issued for settlement of the 2015 Profit Bonus shall be allotted and issued at the issue price of HK\$0.2081 per Share, being the average closing price of the Shares quoted on GEM for the 10 Business Days immediately preceding the date of issue of the 2015 Annual Report.

Accordingly, the Company shall allot and issue to the Vendor 165,291,588 Third Instalment Consideration Shares and 39,670,172 2015 Profit Bonus Shares (representing approximately 1.79% and 0.43%, respectively, of the issued share capital of the Company as enlarged by the Third Instalment Consideration Shares and the 2015 Profit Bonus Shares) to settle the Third Instalment and the 2015 Profit Bonus, respectively, under the Specific Mandate and in accordance with the terms and conditions of the Sale and Purchase Agreement and the Supplemental Agreement.

Assuming there is no change in the issued share capital of the Company from the date of this announcement, immediately after the allotment and issue of the Third Instalment Consideration Shares and 2015 Profit Bonus Shares, the aggregate nominal value of the 5,903,271 Second Instalment Consideration Shares, which has been issued and allotted on 24 August 2015, 165,291,588 Third Instalment Consideration Shares and 39,670,172 2015 Profit Bonus Shares shall represent approximately 2.28% of the nominal value of the issued share capital of the Company.

By order of the Board
AID Partners Capital Holdings Limited
Wu King Shiu, Kelvin
Chairman

Hong Kong, 13 April 2016

As at the date of this announcement, the Directors are:

Executive Directors: Wu King Shiu, Kelvin, Ho Gilbert Chi Hang and Chang Tat Joel

Independent Non-Executive Directors: Chinn Adam David, Professor Lee Chack Fan, GBS, SBS, JP 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 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.