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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)

**(1) VERY SUBSTANTIAL DISPOSAL
IN RELATION TO THE DISPOSAL OF
APPROXIMATELY 81.63% ISSUED SHARE CAPITAL OF
HMV M&E LIMITED
IN RETURN FOR THE CONSIDERATION SHARES IN CHINA 3D; AND
(2) MAJOR TRANSACTION IN RELATION TO
THE ACQUISITION OF EQUITY INTERESTS IN CHINA 3D**

THE SALE AND PURCHASE AGREEMENT

The Board is pleased to announce that on 14 March 2016 (after trading hours), the Vendor (an indirect wholly-owned subsidiary of the Company), China 3D and the Purchaser entered into the Sale and Purchase Agreement, pursuant to which the Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, the Sale Shares which represent approximately 81.63% of the issued share capital of the Target Company, at an aggregate Consideration of HK\$408,150,000 to be satisfied by the issue and allotment of an aggregate of 1,118,219,178 Consideration Shares at Completion.

ACQUISITION OF EQUITY INTERESTS IN CHINA 3D

Since the Consideration will be satisfied by the Purchaser to the Vendor on Completion by the allotment and issue, credited as fully paid, of 1,118,219,178 Consideration Shares, which will represent approximately 22.59% of the issued share capital of China 3D as enlarged by the allotment and issue of the Consideration Shares (assuming that there is no other change to the issued share capital of China 3D after the date of this announcement), the receipt of such Consideration Shares will be deemed to be an acquisition of equity interests in China 3D by the Group.

* For identification purpose only

GEM LISTING RULES IMPLICATIONS

As one or more of the relevant percentage ratios relating to the Disposal applicable to the Company are 75% or more, the Disposal constitutes a very substantial disposal of the Company and is subject to the reporting, announcement and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

As one or more of the relevant percentage ratios relating to the Acquisition applicable to the Company are more than 25% but less than 100%, the Acquisition constitutes a major transaction of the Company and is subject to the reporting, announcement and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

As at the date of this Agreement, Mr. Shiu is the legal and beneficial owner of 141,920 shares of China 3D (representing approximately 0.01% of the entire issued share capital of China 3D) and the holder of 2,937,500 Share Options at the exercise price of HK\$0.16 (subject to adjustments). Mr. Shiu is also an executive director of China 3D and resigned as a non-executive Director on 21 August 2015.

Pursuant to the terms of the Sale and Purchase Agreement, China 3D shall appoint Mr. Ho as an executive director and Mr. Wu as a non-executive director of China 3D with effect from the date of Completion. Both Mr. Ho and Mr. Wu are executive Directors. Accordingly, Mr. Ho and Mr. Wu have abstained from voting on resolution(s) relating to the Sale and Purchase Agreement and the transactions contemplated thereunder proposed at meetings of the Board.

GENERAL

The EGM will be convened at which the Shareholders will consider and, if thought fit, approve the Sale and Purchase Agreement and the transactions contemplated thereunder including the Disposal and the Acquisition.

The Company will despatch a circular in accordance with the requirements under the GEM Listing Rules, which will contain, among other things, (i) further information on the Sale and Purchase Agreement and the transactions contemplated thereunder; (ii) financial and other information of the Group, the Disposal Group and China 3D; (iii) unaudited pro forma financial information of the Remaining Group upon Completion; (iv) notice of the EGM and other information as required under the GEM Listing Rules. The Company expects that the circular will be despatched to the Shareholders as soon as practicable, which is expected to be on or before 7 April 2016.

Completion is subject to the fulfillment, or waiver, of the conditions precedent set out in the Sale and Purchase Agreement and therefore the Disposal and/or the Acquisition may or may not proceed. Shareholders and prospective investors should therefore exercise caution when dealing in the Shares.

The Board is pleased to announce that on 14 March 2016 (after trading hours), the Vendor (an indirect wholly-owned subsidiary of the Company), China 3D and the Purchaser entered into the Sale and Purchase Agreement, pursuant to which the Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, the Sale Shares which represent approximately 81.63% of the issued share capital of the Target Company, at an aggregate Consideration of HK\$408,150,000 to be satisfied by the issue and allotment of an aggregate of 1,118,219,178 Consideration Shares at Completion.

THE SALE AND PURCHASE AGREEMENT

The principal terms of the Sale and Purchase Agreement are set out below:

- Date : 14 March 2016 (after trading hours)
- Parties : (a) Action Key Investments Limited, an indirect wholly-owned subsidiary of the Company, as vendor
- (b) China 3D
- (c) Certain Best Limited, an indirect wholly-owned subsidiary of China 3D, as purchaser

To the best knowledge, information and belief of the Directors, and having made all reasonable enquiries, save and except that as at the date of this announcement, Mr. Shiu (i) is the legal and beneficial owner of 141,920 shares of China 3D (representing approximately 0.01% of the entire issued share capital of China 3D); (ii) the holder of 2,937,500 Share Options at the exercise price of HK\$0.16 (subject to adjustments); and (iii) is an executive director of China 3D and resigned as a non-executive Director on 21 August 2015, each of China 3D and the Purchaser is a third party independent of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules) as of the date of this announcement.

- Subject matter of the Disposal : Pursuant to the Sale and Purchase Agreement, the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to acquire, the Sale Shares which represent approximately 81.63% of the issued share capital of the Target Company.

The Target Company is an investment holding company incorporated in the BVI with limited liability. The Target Company directly owns 100% of each of HMV Marketing, Simply Sino, Smiley Bee and Linkenway. Further details of the Disposal Group is set out in the paragraph headed “Information of the Disposal Group”.

Consideration : The aggregate Consideration for the disposal of the Sale Shares is HK\$408,150,000, which shall be satisfied by way of allotment and issue of an aggregate of 1,118,219,178 Consideration Shares to the Vendor or its nominee(s) at the Issue Price of HK\$0.365 per Consideration Share at Completion.

Upon completion of the Disposal, the Vendor or its nominee(s) will be issued and allotted with 1,118,219,178 Consideration Shares, representing approximately 29.18% of the issued share capital of China 3D as at the date hereof and approximately 22.59% of the issued share capital of China 3D as enlarged by the Consideration Shares.

The Consideration was determined after arm's length negotiations between the Purchaser, China 3D and the Vendor, taking into account (i) the net asset value of the Disposal Group; and (ii) the track record of the Disposal Group.

Having considered the aforesaid factors, the Directors (including the independent non-executive Directors) consider that the Consideration is fair and reasonable.

Consideration Shares and lock-up undertaking : The Consideration Shares will be issued under the specific mandate to be approved by the shareholders of China 3D at a special general meeting. The Consideration Shares represent approximately 29.18% of the issued share capital of China 3D as at the date hereof and approximately 22.59% of the issued share capital of China 3D as enlarged by the Consideration Shares.

The Consideration Shares will, upon issue and credited as fully paid, rank pari passu in all respect with all the existing shares of China 3D then in issue. Application will be made by China 3D to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

Pursuant to the Sale and Purchase Agreement, the Vendor has undertaken to Purchaser that it shall not, and shall procure that its nominee(s) shall not offer, sell, contract to sell, transfer, pledge, create any rights of pre-emption, options, liens, claims, equities, mortgages, charges, encumbrances, defects, adverse interests or third-party rights of any nature or otherwise dispose of, directly or indirectly, the Consideration Shares, enter into transaction(s) which would have the same effect, or enter into any swap, hedge or other arrangement that transfers, in whole or in part, any of the economic consequences of ownership of the Consideration Shares for a period of eighteen (18) months commencing immediately after the date of Completion.

- Issue Price : The Issue Price of HK\$0.365 per Consideration Share represents:
- (a) a discount of approximately 19.78% to the closing price of HK\$0.455 per China 3D Share as quoted on the Stock Exchange on 14 March 2016, the date of the Sale and Purchase Agreement;
 - (b) a discount of approximately 17.23% over the average closing price of approximately HK\$0.441 per China 3D Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the date of the Sale and Purchase Agreement; and
 - (c) a discount of approximately 14.02% over the average closing price of approximately HK\$0.4245 per China 3D Share as quoted on the Stock Exchange for the ten (10) consecutive trading days immediately prior to the date of the Sale and Purchase Agreement.

The Issue Price was determined after arm's length negotiations between the Purchaser, China 3D and the Vendor, with reference to the current market price of China 3D Shares.

- Conditions precedent : The Completion is conditional upon the fulfilment of the following conditions:
- (a) the passing by the requisite majority of the shareholders of China 3D at a special general meeting of all resolutions required under the GEM Listing Rules (if any) to approve the transactions contemplated under the Sale and Purchase Agreement, including without limitation the grant of the specific mandate for the allotment and issue of the Consideration Shares;
 - (b) the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Consideration Shares, which has not been revoked as at Completion;
 - (c) the passing by the requisite majority of the Shareholders at the EGM of all resolutions required under the GEM Listing Rules (if any) to approve the transactions contemplated under the Sale and Purchase Agreement;

- (d) all the required approvals, authorisations, consents having been obtained from and all the required registrations and filing having been completed with (if applicable) the governmental authorities or regulatory bodies or any relevant third party in connection with the transactions contemplated under the Sale and Purchase Agreement;
- (e) the due diligence and investigation of the Disposal Group to be carried out pursuant to the Sale and Purchase Agreement having been completed to the satisfaction of the Purchaser; and
- (f) the representations, warranties and undertakings on the part of the Vendor given pursuant to the Sale and Purchase Agreement remaining true and accurate in all respects and not misleading in any respect as of the date of Completion.

If the above conditions precedent are not fulfilled or in respect of the conditions precedent (e) and (f) not waived in writing by the Purchaser at or before 4:00 p.m. on 31 July 2016 (or such later date as may be agreed between the Purchaser and the Vendor in writing), the Sale and Purchase Agreement shall terminate (save and except for provisions in respect of the representations, warranties and undertakings, Vendor's indemnity, termination of the Sale and Purchase Agreement, confidentiality and announcement obligations and restrictions, notice and governing law, which shall survive the termination of the Sale and Purchase Agreement), in which case neither the Purchaser nor the Vendor shall have any claim against the other for costs, damages, compensation or otherwise (save in respect of any prior breach of the Sale and Purchase Agreement).

Completion : Completion shall take place no later than the fifth (5th) Business Day after the fulfillment (or, where applicable, waiver) of all the conditions precedent (or such other date as the Purchaser and the Vendor may agree in writing).

Immediately after Completion: (i) each of the companies of the Disposal Group will cease to be a subsidiary of the Company; and (ii) the Vendor or its nominee(s) will own 1,118,219,178 Consideration Shares, representing approximately 22.59% of the issued share capital of China 3D as enlarged by the Consideration Shares, and thus become a substantial shareholder of China 3D.

ACQUISITION OF EQUITY INTERESTS IN CHINA 3D

Since the Consideration will be satisfied by the Purchaser on Completion by the allotment and issue, credited as fully paid, of 1,118,219,178 Consideration Shares to the Vendor, which will represent approximately 22.59% of the issued share capital of China 3D as enlarged by the allotment and issue of the Consideration Shares (assuming that there is no other change to the issued share capital of China 3D after the date of this announcement), the receipt of such Consideration Shares will be deemed to be an acquisition of equity interests in China 3D by the Group.

INFORMATION OF THE PURCHASER AND CHINA 3D

The Purchaser is an investment holding company and is an indirect wholly-owned subsidiary of China 3D.

China 3D is a company incorporated in Bermuda with limited liability and the shares of which are listed on GEM. As at the date of this announcement, China 3D is principally engaged in the entertainment business, with a focus in television program and movie production, distribution, distribution licensing, cinema operation and management in both Hong Kong and the PRC, artists management, money lending activities and acquisitions of corporate, preference shares as well as investment in securities.

The audited total assets value and the net assets value of China 3D as at 30 June 2015 were approximately HK\$421,002,000 and approximately HK\$277,403,000, respectively. The financial information of China 3D for the two (2) years ended 30 June 2014 and 2015 are as follows:

	Year ended 30 June 2014	Year ended 30 June 2015
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)
Net loss before tax	15,672	96,594
Net loss after tax	15,672	96,630

INFORMATION OF THE DISPOSAL GROUP

The Target Company is an investment holding company incorporated in the BVI with limited liability and is indirectly owned by the Company as to approximately 81.63%. As at the date of this announcement, the Target Company is the sole beneficial owner of the issued share capital of each of HMV Marketing, Simply Sino, Smiley Bee and Linkenway. The Target Company has no business activity other than being an investment holding company of its subsidiaries and injection of shareholder's loans to the Disposal Group for its business. The Target Group is principally engaged in the entertainment and media business and other ancillary businesses including, but not limited to, the operation of the retail stores under the brand "HMV".

HMV Marketing is a company incorporated in Hong Kong with limited liability. As at the date of this announcement, HMV Marketing is the owner of the retailing business of "HMV" through physical retail stores in Hong Kong and has an exclusive, irrevocable,

royalty-free and perpetual licence to use the name “HMV”, the various HMV trade marks and the trade mark applications and the HMV domain names for the purpose of conducting businesses in the PRC, Hong Kong and Singapore.

Each of Simply Sino and Smiley Bee is an investment holding company incorporated in the BVI with limited liability and has no business activity save and except (i) Simply Sino has advanced a loan in the amount of HK\$25,000,000 to a subsidiary of China 3D; and (ii) Smiley Bee has advanced a loan in the amount of HK\$3,000,000 to an Independent Third Party. Linkenway is an investment holding company incorporated in the BVI with limited liability and the holder of certain rights of an intellectual property.

Financial information of the Disposal Group

The Target Company was established on 1 December 2015 and set out below is the audited financial information of HMV Marketing, the principal operating company within the Disposal Group, for the period from 11 December 2013 (date of incorporation) to 31 December 2014, extracted from the audited financial statements of HMV Marketing prepared for the same period in accordance with the Hong Kong Financial Reporting Standards:

	For the period from 11 December 2013 (date of incorporation) to 31 December 2014
	<i>HK\$'000</i> (audited)
Revenue	43,747
Net loss before tax and extraordinary items	24,135
Net loss after tax and extraordinary items	24,135

The unaudited net liabilities of HMV Marketing were approximately HK\$39,512,000 as at 30 June 2015.

The financial information of HMV Marketing for the period ended 31 December 2014 reflects the revenue arising from the retail store located in Central, Hong Kong (the “**Central Retail Store**”) only. The financial information of the HMV Business as disclosed in the section headed “Information on the HMV IP Rights and the Target Business — Financial Information of the Target Business” of the circular of the Company dated 16 October 2015, reflects all the revenue arising from all HMV retail stores located in Hong Kong other than the Central Retail Store for the relevant reporting periods.

In respect of the year ended 31 December 2015, the revenue of HMV Marketing for the period from 1 January to 30 November 2015 only includes the Central Retail Store and after the completion of acquisition of the HMV Business on 30 November 2015, the revenue of HMV Marketing includes revenue from all HMV retail stores located in Hong Kong. Therefore, the Disposal Group (which includes HMV Marketing) comprises the Target Business.

Set out below is the unaudited financial information of Linkenway for the period from 2 January 2014 (date of incorporation) to 31 December 2014, extracted from the unaudited financial statements of Linkenway prepared for the same period in accordance with International Financial Reporting Standards:

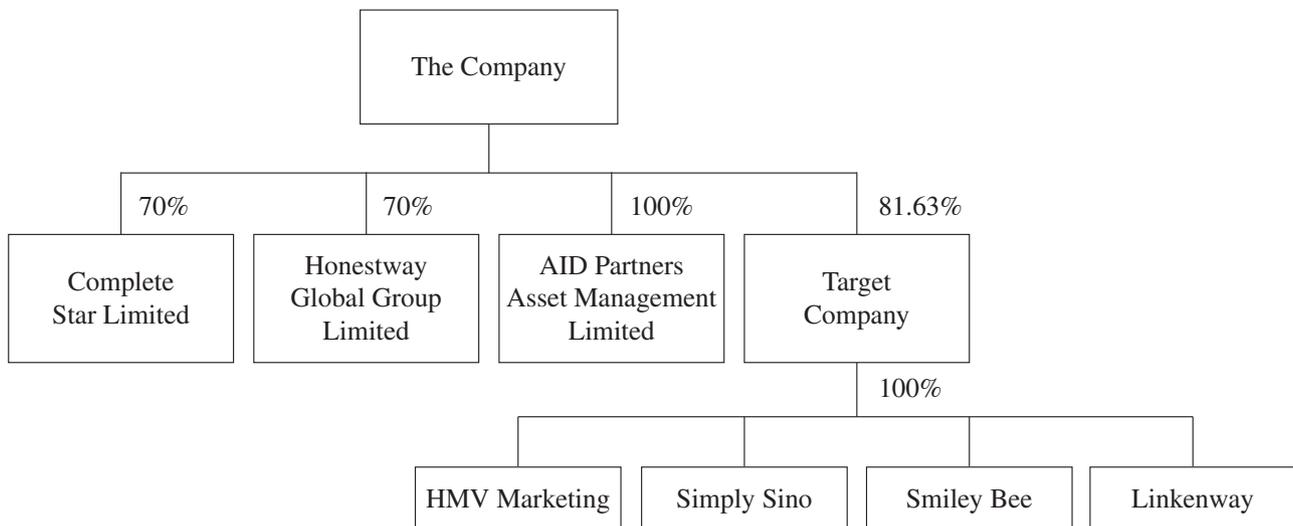
**For the period from
2 January 2014
(date of incorporation) to
31 December 2014**
HK\$'000
(unaudited)

Revenue	—
Net loss before tax and extraordinary items	120
Net loss after tax and extraordinary items	120

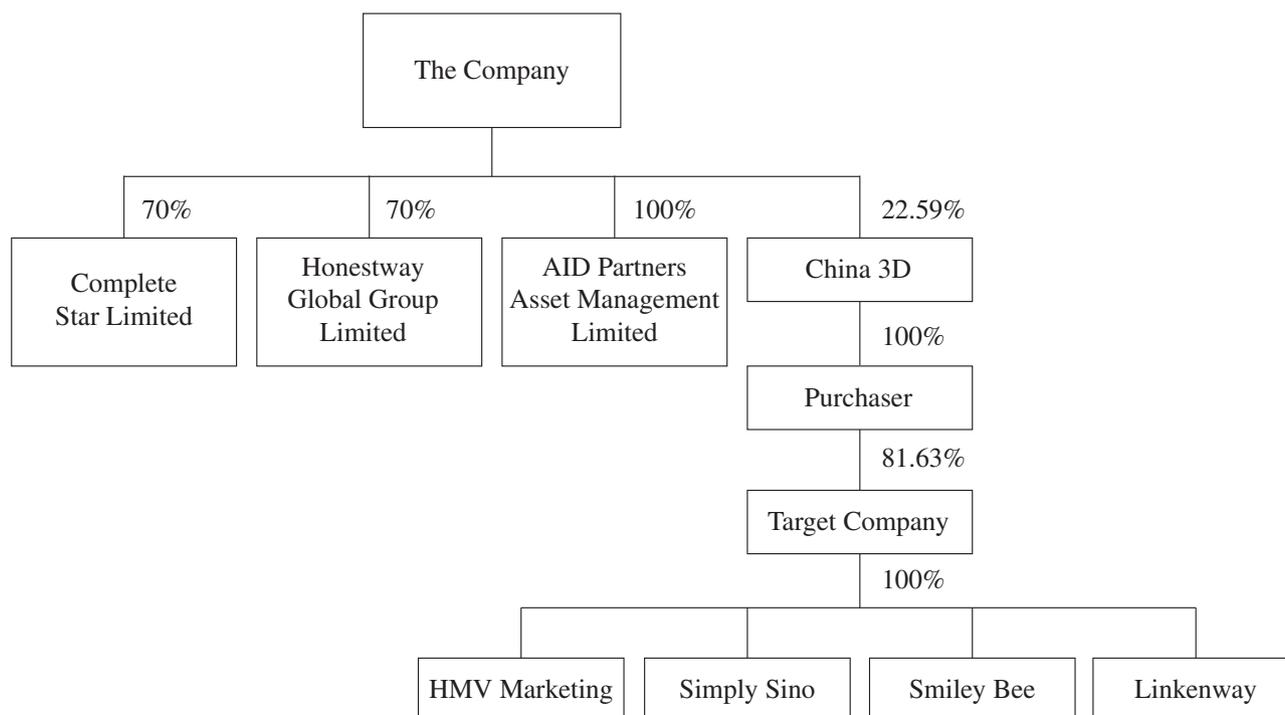
The unaudited net liabilities of Linkenway were approximately HK\$220,000 as at 30 June 2015.

SIMPLIFIED SHAREHOLDING CHART OF THE GROUP AND THE REMAINING GROUP

Set out below is the simplified shareholding chart of the key entities of the Group as at the date of this announcement:



Set out below is the simplified shareholding chart of the key entities of the Remaining Group immediately upon Completion:



GAIN ATTRIBUTABLE TO THE DISPOSAL

The Disposal is estimated to recognise a gain of approximately HK\$224,000,000 before tax and transaction costs directly in profit or loss, which is calculated based on the Consideration less the estimated proportionate share of unaudited net asset value of the Disposal Group as at 31 December 2015. Subject to audit, the actual amount of the gain on the Disposal to be recognised by the Group will be based on the actual net asset value of the Disposal Group as at Completion and therefore may vary from the amount mentioned above.

INFORMATION OF THE GROUP AND THE REMAINING GROUP AND REASONS FOR AND BENEFITS OF THE DISPOSAL AND THE ACQUISITION

The Vendor is an investment holding company incorporated in Samoa with limited liability and an indirect wholly-owned subsidiary of the Company. The Group is principally engaged in asset management and strategic investment businesses and the Disposal Group is one of its strategic investments. The Group has made various investments in the previous years, with a focus on entertainment and lifestyle sectors, and has been enhancing the values of its strategic investments by creating synergies and providing management expertise and business relationships.

Reference is made to the announcements of the Company dated 28 August 2015 and 30 November 2015 and circular of the Company dated 16 October 2015 in relation to the acquisition of the HMV Business. Since completion of the said acquisition of the HMV Business and the opening of the flagship store in late 2015, the Group has been in discussion with different companies and investors on various collaborations. The Group has been evaluating different opportunities to develop and expand the HMV Business, hence

enhancing the value of the Company and return to the Shareholders. Given that (i) China 3D comprises businesses in the entertainment sector, namely: (a) artist management service and music production, (b) production, licensing and distribution of films and television programmes, and (c) operation of cinemas, which the Board considers that it will enhance the value of the HMV Business; and (ii) the Group will receive Consideration Shares from the Disposal and the Group can share the benefits from the synergies arising from the combined entertainment platform (between the HMV Business and China 3D); and (iii) the Group will record an estimated gain of approximately HK\$224,000,000 (subject to audit), the Directors therefore consider that the Disposal provides an opportunity for the Group to realise part of its strategic investment in the Disposal Group, maximise the business opportunities and growth potential of the HMV Business and in turn enhance the value of the Group as a whole.

Upon Completion, China 3D (including the Disposal Group) will be treated as an associate in the consolidated financial statements of the Group through the Group's shareholding in China 3D in which, based on publicly available information, the Group will become the single largest shareholder of China 3D upon Completion. China 3D is principally engaged in entertainment businesses and it is believed that the Disposal Group will have a better synergistic effect with the businesses of China 3D, and with the extensive resources and operational experience China 3D has in the media and entertainment industries, the Disposal will further enhance the value and growth potential of the Disposal Group, hence China 3D as a whole. It is further believed that the Disposal will not only realise the value of the Disposal Group for the Group with an estimated gain of approximately HK\$224,000,000 (subject to audit), the Group, through its interest in China 3D upon Completion, will also be able to benefit from the future growth and development of the Disposal Group as well as China 3D, hence is in the interests of the Company and the Shareholders as a whole.

The Remaining Group will continue its operation of its business of (i) mobile/online games and mobile game distribution and publishing platform through its subsidiaries, Complete Star Limited and Honestway Global Group Limited; and (ii) asset management business through its wholly-owned subsidiary, AID Partners Asset Management Limited (a corporation licensed to carry out business in type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO). The Group will continue to build and strengthen its team to expand its asset management business and related platform, which may be by way of, among others, investment, acquisition and/or self development. As at the date of this announcement, as part of the strategic investment business of the Company, the Group has also made strategic investments in Korea in the Korean pop artist management and production business and in Japan in the online platform for private lodging in Japan business. The Group will continue to seek for potential strategic investment and development opportunities which may complement with or have synergetic value to the Group's existing investments, including, among others, (a) mobile game developers, distributors and/or publishers; and (b) SFC licensed corporations. As at the date of this announcement, the Company has not entered into any acquisition agreement and/or investment agreement and has no intention and has not made any arrangement to change its shareholding structure.

The Directors (including the independent non-executive Directors) consider that the Disposal and the terms and conditions of the Sale and Purchase Agreement, which were determined after arm's length negotiations between the Purchaser and the Vendor, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

As disclosed in the circular of the Company dated 27 June 2015, in respect of approximately HK\$120 million of the proceeds from the placing of new Shares, the Company intended to and has applied approximately HK\$106 million for the acquisition of the HMV Business and the remaining balance of approximately HK\$14 million has been used as working capital for the HMV Business. With respect to the net proceeds from the issue of the convertible bond in the aggregate principal amount of HK\$140,000,000, of approximately HK\$139,500,000 (after deducting legal fees and other expenses payable by the Company), the Group has and will continue to apply the proceeds as the investment capital for the strategic investment business of the Group as well as for the expansion of its asset management business and related financial platform and general working capital of the Group as disclosed in the announcement of the Company dated 6 July 2015. Accordingly, the Disposal will not lead to a change in the use of proceeds referred to above.

GEM LISTING RULES IMPLICATIONS

As one or more of the relevant percentage ratios relating to the Disposal applicable to the Company are 75% or more, the Disposal constitutes a very substantial disposal of the Company and is subject to the reporting, announcement and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

As one or more of the relevant percentage ratios relating to the Acquisition applicable to the Company are more than 25% but less than 100%, the Acquisition constitutes a major transaction of the Company and is subject to the reporting, announcement and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

Pursuant to the terms of the Sale and Purchase Agreement, China 3D shall appoint Mr. Ho as an executive director and Mr. Wu as a non-executive director of China 3D with effect from the date of Completion. Both Mr. Ho and Mr. Wu are executive Directors. Accordingly, Mr. Ho and Mr. Wu have abstained from voting on resolution(s) relating to the Sale and Purchase Agreement and the transactions contemplated thereunder proposed at meetings of the Board.

GENERAL

The EGM will be convened at which the Shareholders will consider and, if thought fit, approve the Sale and Purchase Agreement and the transactions contemplated thereunder including the Disposal and the Acquisition.

The Company will despatch a circular in accordance with the requirements under the GEM Listing Rules, which will contain, among other things, (i) further information on the Sale and Purchase Agreement and the transactions contemplated thereunder; (ii) financial and other information of the Group, the Disposal Group and China 3D; (iii) unaudited pro forma financial information of the Remaining Group upon Completion; (iv) notice of the EGM and

other information as required under the GEM Listing Rules. The Company expects that the circular will be despatched to the Shareholders as soon as practicable, which is expected to be on or before 7 April 2016.

Completion is subject to the fulfillment, or waiver, of the conditions precedent set out in the Sale and Purchase Agreement and therefore the Disposal and/or the Acquisition may or may not proceed. Shareholders and prospective investors should therefore exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise.

“Acquisition”	the acquisition of 1,118,219,178 Consideration Shares as a result of the receipt of the Consideration Shares by the Vendor or its nominee(s) from China 3D pursuant to the terms of the Sale and Purchase Agreement
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day on which banks in Hong Kong are open for general banking business, other than (i) a Saturday or a Sunday; or (ii) a day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.
“BVI”	British Virgin Islands
“China 3D”	China 3D Digital Entertainment Limited (Stock code: 8078), a company incorporated in Bermuda with limited liability, the shares of which are listed on GEM
“China 3D Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of China 3D
“Company”	AID Partners Capital Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
“Completion”	completion of the Disposal under the Sale and Purchase Agreement in accordance with the terms therein
“connected persons”	has the meaning ascribed thereto under the GEM Listing Rules

“Consideration”	consideration for the Sale Shares to be paid by the Purchaser to the Vendor pursuant to the Sale and Purchase Agreement
“Consideration Share(s)”	the 1,118,219,178 new China 3D Shares to be allotted and issued by China 3D to the Vendor as the Consideration pursuant to the Sale and Purchase Agreement
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Sale Shares by the Vendor pursuant to the Sale and Purchase Agreement
“Disposal Group”	the Target Company and its subsidiaries
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of allowing the Shareholders to consider and, if thought fit, approve the Sale and Purchase Agreement and the transactions contemplated thereunder
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“HMV Business”	the HMV IP Rights and the Target Business, the terms of which are as defined in the circular of the Company dated 16 October 2015
“HMV Marketing”	HMV Marketing Limited, a company incorporated in Hong Kong with limited liability
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	party(ies) who, together with his/her ultimate beneficial owner(s), is/are persons independent of the Company and its connected persons
“Issue Price”	the price of HK\$0.365 per Consideration Share
“Linkenway”	Linkenway Limited, a company incorporated in the BVI with limited liability
“Mr. Ho”	Mr. Ho Gilbert Chi Hang, an executive Director
“Mr. Shiu”	Mr. Shiu Stephen Junior, an executive director of China 3D
“Mr. Wu”	Mr. Wu King Shiu, Kelvin, an executive Director

“PRC”	The People’s Republic of China, which for the sole purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Purchaser”	Certain Best Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of China 3D
“Remaining Group”	the Group excluding the Disposal Group after Completion
“Sale and Purchase Agreement”	the sale and purchase agreement dated 14 March 2016 entered into between the Vendor, China 3D and the Purchaser, pursuant to which the Vendor has agreed to sell and the Purchaser has agreed to acquire the Sale Shares
“Sale Shares”	10,000 shares of the Target Company held by the Vendor
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of US\$0.01 each in the share capital of the Company
“Share Options”	the share options granted pursuant to the share option schemes of the Company, approved and adopted by the Company at the extraordinary general meeting of the Company on 27 March 2002 and 15 April 2014, respectively, pursuant to which a total of 148,486,165 share options are still outstanding as at the date of this announcement
“Shareholder(s)”	the holder(s) of the Share(s)
“Simply Sino”	Simply Sino Limited, a company incorporated in the BVI with limited liability
“Smiley Bee”	Smiley Bee Limited, a company incorporated in the BVI with limited liability
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	HMV M&E Limited, a company incorporated in the BVI with limited liability
“Vendor”	Action Key Investments Limited, a company incorporated in Samoa with limited liability
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“US\$” United States dollars, the lawful currency of the United States of America

“%” per cent.

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

Hong Kong, 14 March 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.