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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of AID Partners Capital Holdings Limited (the “Company”) will be held at hmv Flagship Store, 4/F., Pearl City, 22–36 Paterson Street, Causeway Bay, Hong Kong on 10 June 2016 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the sale and purchase agreement dated 14 March 2016 (the “**Sale and Purchase Agreement**”, details of which were disclosed in the circular of the Company dated 23 May 2016 (the “**Circular**”) and 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) entered into amongst: (i) Action Key Investments Limited (the “**Vendor**”), an indirect wholly-owned subsidiary the Company; (ii) China 3D Digital Entertainment Limited (“**China 3D**”); (iii) Certain Best Limited (the “**Purchaser**”), in relation to the disposal of approximately 81.63% of the issued share capital of HMV M&E Limited (the “**Disposal**”) for a consideration of HK\$408,150,000, which shall be satisfied by way of allotment and issue of 1,118,219,178 ordinary shares of HK\$0.01 each in the share capital of China 3D at the issue price of HK\$0.365 (the “**Consideration Shares**”), and all transactions contemplated thereby including the Disposal and the Acquisition (as defined in the Circular) be and are hereby approved, confirmed and ratified;
- (b) any one of the directors of the Company 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 of the Company or person authorised by the board of directors of the Company) 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, and to agree to such variations, amendments

* *For identification purpose only*

or waivers of a non-material nature to any terms of the Sale and Purchase Agreement as he or she may in his or her discretion consider to be desirable and in the interests of the Company and its shareholders as a whole.”

By order of the Board
AID PARTNERS CAPITAL HOLDINGS LIMITED
Wu King Shiu, Kelvin
Chairman

Hong Kong, 23 May 2016

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.
4. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled to vote, but if more than one of such joint holders are present at the EGM, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand first on the register of members of the Company in respect of the joint holding.

As at the date of this notice, the directors of the Company 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 notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) 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 respects 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 “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the website of the Company at www.aid8088.com.