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**AID Partners Technology Holdings Limited**

**(滙友科技控股有限公司)\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8088)**

**DISCLOSEABLE TRANSACTION:  
ACQUISITION OF LISTED SECURITIES**

The Board announces that on 13 October 2017 (after trading hours), the Purchaser (an indirect wholly-owned subsidiary of the Company) entered into the Sale and Purchase Agreement with the Vendor, pursuant to which the Vendor has agreed to sell (or procure to sell) and the Purchaser has agreed to purchase the Sale Shares at a Consideration of HK\$110,720,000.

As one or more of the applicable percentage ratios set out in Rule 19.07 of the GEM Listing Rules exceed 5% but are less than 25%, the Acquisition constitutes a discloseable transaction for the Company subject to reporting and announcement requirements under the GEM Listing Rules.

**THE ACQUISITION**

The Board is pleased to announce that on 13 October 2017 (after trading hours), the Vendor and the Purchaser (which is an indirect wholly-owned subsidiary of the Company) entered into the Sale and Purchase Agreement, pursuant to which the Vendor has agreed to sell (or procure to sell) and the Purchaser has agreed to acquire the Sale Shares for a Consideration of HK\$110,720,000.

**THE SALE AND PURCHASE AGREEMENT**

The salient terms of the Sale and Purchase Agreement are set out as follows:

**Date**

13 October 2017

\* *For identification purpose only*

## **Parties**

Vendor: Brave Knight Limited, a company incorporated in Samoa with limited liability

Purchaser: AID Treasure Investment Limited, an indirect wholly-owned subsidiary of the Company

To the best knowledge, information and belief of the Directors, and having made all reasonable enquiries, the Vendor, the transferee(s) of the Sale Shares and their respective ultimate beneficial owner(s) are Independent Third Parties.

## **Subject Matter**

Pursuant to the Sale and Purchase Agreement, the Vendor has agreed to sell (or procure to sell) and the Purchaser has agreed to purchase the Sale Shares at a Consideration of HK\$110,720,000 which shall be payable in cash or in such other manner as agreed between the parties to the Vendor or its nominees on Completion.

Immediately before the Acquisition, the Group holds approximately 16.59% of the issued share capital of the Target Company. Immediately upon Completion, the Group will hold approximately 21.34% of the issued share capital of the Target Company.

The Consideration was determined on arm's length basis with reference to the recent trading prices of the shares of the Target Company as quoted on the Stock Exchange as well as the future prospects of the Target Company. The Consideration shall be satisfied by internal resources of the Group.

## **Completion**

Completion is unconditional and shall take place on or before 31 October 2017 (or such other date to be agreed by the Purchaser and the Vendor in writing).

## **INFORMATION OF THE TARGET GROUP**

The Target Company is a company incorporated in Bermuda with limited liability, the issued shares of which are listed on and dealt in GEM (Stock Code: 8078). The Target Group 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 bonds, preference shares as well as investment in securities.

Certain published financial information of the Target Group is as follows:

	<b>For the year ended 30 June 2017 (audited) (HK\$'000)</b>	<b>For the year ended 30 June 2016 (audited) (HK\$'000)</b>
Revenue	561,388	311,619
Profit/(loss) before taxation	14,819	(183,479)
Profit/(loss) for the year	21,409	(180,348)
Net assets as at 30 June 2017 and 2016, respectively	2,581,169	291,392

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

The Group is principally engaged in asset management and strategic investment businesses. Among other things, through mergers and acquisitions, transactions and partnerships, the Group aims to identify business with promising growth and unlock their values. Over the years, the Group has accumulated remarkable experience in investing in and operating technology businesses.

In light of the strong performance of the Target Group as demonstrated by its most recent published financial results, the Directors believe that the Acquisition, the Consideration of which represented a considerable discount to the closing price of the shares of the Target Company as quoted by the Stock Exchange on the date of the Sale and Purchase Agreement, can enable the Group to maximise the return of the Group's available funds by capitalising the opportunity arising from this investment. The Sale Shares acquired by the Group under the Acquisition are currently intended to be held by the Group for long-term investment purpose.

In view of the above, the Directors are of the view that the Acquisition is beneficial to the Group and is in the interest of the Company and its shareholders as a whole. The Director also consider that the terms of Sale and Purchase Agreement (including the Consideration) are on normal commercial terms and are fair and reasonable.

## **GEM LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios set out in Rule 19.07 of the GEM Listing Rules exceed 5% but are less than 25%, the Acquisition constitutes a discloseable transaction of the Company subject to the reporting and announcement requirements under the GEM Listing Rules.

## DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms shall have the same following meanings as set out below:

“Acquisition”	the acquisition of the Sale Shares by the Purchaser pursuant to the Sale and Purchase Agreement
“Board”	the board of Directors
“Company”	AID Partners Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM (Stock Code: 8088)
“Completion”	completion of the Acquisition
“Consideration”	HK\$110,720,000, being the consideration for the Acquisition
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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 (within the meaning of the GEM Listing Rules)
“PRC”	the People’s Republic of China, which for the purpose of this announcement shall exclude Hong Kong, Taiwan and Macau Special Administrative Region of the PRC
“Purchaser”	AID Treasure Investment Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Sale and Purchase Agreement”	the Sale and Purchase Agreement dated 13 October 2017 and entered into between the Purchaser and the Vendor in relation to the Acquisition
“Sale Shares”	640,000,000 ordinary shares of the Target Company

“Share(s)”	ordinary share(s) of US\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	HMV Digital China Group Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on and dealt in GEM (Stock Code: 8078)
“Target Group”	the Target Company and its subsidiaries
“Vendor”	Brave Knight Limited, a company incorporated in Samoa with limited liability
“%”	per cent.

By order of the Board  
**AID Partners Technology Holdings Limited**  
**Mr. Wu King Shiu, Kelvin**  
*Chairman*

Hong Kong, 13 October 2017

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

*Executive Directors: Wu King Shiu, Kelvin and Ho Gilbert Chi Hang*

*Non-Executive Directors: Chang Tat Joel, Xu Haohao and Guo Qifei*

*Independent Non-Executive Directors: Fong Janie, Yuen Kwok On and Matsumoto Hitoshi*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars 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](http://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](http://www.aid8088.com).*