

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 3/F., Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong on 14 July 2015 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

“**THAT:**

subject to the fulfillment of the terms and conditions set out in the placing agreement dated 5 June 2015 (the “**Placing Agreement**”, details of which were disclosed in the circular of the Company dated 27 June 2015 (the “**Circular**”)) entered into between the Company and UOB Kay Hian (Hong Kong) Limited as placing agent (the “**Placing Agent**”), pursuant to which (i) the Placing Agent has conditionally agreed on a best effort basis during the Placing Period (as defined in the Circular) to procure Placees (as defined in the Circular) who include connected person(s) of the Company, to subscribe for up to 2,272,720,000 new ordinary shares of US\$0.01 each in the share capital of the Company (the “**Placing Shares**”) at the placing price of HK\$0.22 per Placing Share (the “**Placing Price**”), and (ii) the Company has granted an option to the Placing Agent to require the Company to issue and allot up to a further 1,818,176,000 new ordinary shares of US\$0.01 each in the share capital of the Company (the “**Optional Shares**”, and together with the Placing Shares, the “**Offered Shares**”) to such Placee(s) as the Placing Agent shall direct at the Placing Price (the “**Option**”) (a copy of the Placing Agreement has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) (the “**Placing**”):

- (a) the Placing Agreement in relation to the Placing and the matters contemplated thereunder be and are hereby approved, confirmed and ratified;

* For identification purpose only

- (b) the placing of the Offered Shares to the Placee(s) (as defined in the Circular), who shall include AID Partners Capital II, L.P. and/or its associate (as defined under the GEM Listing Rules (as defined in the Circular)), who is/are connected person(s) of the Company, pursuant to the Placing Agreement be and is hereby approved and the Directors be and are hereby authorised to allot and issue the Offered Shares pursuant to the Placing Agreement;
- (c) the issuance and allotment of up to a maximum number of 2,272,720,000 Placing Shares and 1,818,176,000 Optional Shares credited as fully paid at the Placing Price pursuant to the Specific Mandate be and are hereby approved;
- (d) the directors of the Company be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Placing Shares and Optional Shares, subject to and in accordance with the terms and conditions set out in the Placing Agreement; and
- (e) any one of the directors of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of the board of directors of the Company may think necessary, appropriate, desirable or expedient to implement and, or, give effect to the terms of, or the transactions contemplated by the Placing Agreement and to agree to such variation, amendments or waiver or matters relating thereto that are of administrative nature and ancillary to the implementation of the Placing Agreement.”

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

Hong Kong, 27 June 2015

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 EGM 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 EGM 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 EGM if you so wish.

As at the date of this notice, the board of Directors comprises three (3) executive Directors, namely, Wu King Shiu, Kelvin, Ho Gilbert Chi Hang and Chang Tat Joel; 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 (“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 seven (7) days from the date of its publication and on the website of the Company at www.aid8088.com.