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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)

VOLUNTARY ANNOUNCEMENT
SIGNING OF NON-BINDING INDICATIVE TERM SHEET
IN RESPECT OF THE POTENTIAL INVESTMENT

On 28 July 2015 (after trading hours), the Vendor and Supreme Sharp, a wholly owned subsidiary of the Company, entered into the Term Sheet, relating to the acquisition of the entire interest in the Business, for a consideration of HK\$550 million, subject to the Adjustment. The exact structure of the Potential Investment will be agreed between the Vendor and Supreme Sharp and set out in the Definitive Agreements.

The Potential Investment is still at a preliminary stage and subject to, among others, due diligence, and discussions and finalisation of the Definitive Agreements. Terms set out in this Announcement are only indicative terms and subject to change after due diligence and negotiations. The Potential Investment may be subject to conditions precedent and may or may not be consummated. Shareholders and potential investors should exercise caution in dealing with the Shares.

THE TERM SHEET

Reference is made to the announcement made by the Company dated 20 July 2015 in which, among others, the Potential Investment is mentioned. On 28 July 2015 (after trading hours), the Vendor and Supreme Sharp, a wholly owned subsidiary of the Company, entered into the Term Sheet, relating to the acquisition of the entire interest of the Business, for a consideration of HK\$550 million, subject to the Adjustment. The exact structure of the Potential Investment will be agreed between the Vendor and Supreme Sharp and set out in the Definitive Agreements.

* *For identification purpose only*

The Consideration

The Consideration shall be settled in two installments as to 50% upon completion of the transaction and as to the remaining 50% (subject to the Adjustment), the date of the delivery of the TTM Audited Accounts. The Consideration shall be payable as to 50% in cash and as to 50% by allotment and issue of the Consideration Shares. Some of the Consideration Shares will be subject to a twenty-four (24) months lock-up undertaking to be given by the Vendor in the Definitive Agreements.

The number of Consideration Shares to be allotted and issued shall not exceed 29.9% of the total number of Shares in issued (as enlarged by the relevant Consideration Shares) as at the date of the allotment and issue of the relevant Consideration Shares. Any Consideration Shares in excess of the Maximum Number shall be settled in cash.

The Guaranteed Profit, the Adjustment and the Performance Bonus

Subject to further discussions between the parties and the provisions to be set out in the Definitive Agreements, the Vendor shall guarantee that audited consolidated net profit of the Business for the TTM Period shall be no less than HK\$100,000,000 (the “**Guaranteed Net Profit**”).

In the event that the TTM Net Profit is less than the Guaranteed Net Profit, the amount of the second installment of the Consideration shall be adjusted with reference to the formula set out in the Definitive Agreements provided that where the adjusted amount is negative, the amount payable under the second installment of the Consideration shall be zero.

In the event that the TTM Net Profit exceeds the Guaranteed Net Profit (the “**Excess**”), a performance bonus (the “**Performance Bonus**”) calculated with reference to the Excess shall be payable to the Vendor in addition to the second installment of the Consideration. The maximum amount of the Performance Bonus shall be HK\$50 million. The Performance Bonus shall be settled in cash and/or Shares at the discretion of the Company.

Due diligence and exclusivity

The Company shall use its best endeavours to carry out due diligence review of the Business and negotiate with the Vendor the Definitive Agreements with a view to enter into the Definitive Agreements on or before 15 August 2015.

The Company shall have an exclusive period in assessing the Potential Investment from the date of the signing of the Term Sheet up to the earlier of (i) the signing of the Definitive Agreements; and (ii) 15 August 2015.

The Potential Investment is still at a preliminary stage and subject to, among others, due diligence, and discussions and finalisation of the Definitive Agreements. Terms set out in this Announcement are only indicative terms and subject to change after due diligence and negotiations. The Potential Investment may be subject to conditions precedent and may or may not be consummated. Shareholders and potential investors should exercise caution in dealing with the Shares.

DEFINITIONS

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

“Adjustment”	the adjustment to the Consideration as described in the paragraph headed “The Guaranteed Profit, the Adjustment and the Performance Bonus”;
“Board”	the board of Directors;
“Business”	the business of providing e-payment technology with an emphasis in offering uncomplicated, secure and prompt payment processing network to domestic and global businesses
“Company”	AID Partners Capital Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares are listed on the GEM;
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules;
“Consideration”	the amount of HK\$550 million, payable by the Company to acquire the Business;
“Consideration Share(s)”	Share(s) to be allotted and issued by the Company in partial settlement of the Consideration;
“Definitive Agreements”	legally binding agreements to be discussed, finalised and entered into between the parties setting out the terms and conditions for the Potential Investment;
“Director(s)”	the director(s) of the Company;
“GEM”	Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Maximum Number”	the maximum number of Consideration Shares that may be allotted and issued which shall not exceed 29.9% of the total number of Shares in issued (as enlarged by the relevant Consideration Shares) as at the date of the allotment and issue of the relevant Consideration Shares;
“Potential Investment”	the potential investment by the Company in the Business on the principal terms as set out in the Term Sheet;

“Share(s)”	ordinary share(s) of nominal value of US\$0.01 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supreme Sharp”	Supreme Sharp Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of the Company;
“Term Sheet”	the non-binding indicative term sheet entered into between the Vendor and Supreme Sharp on 28 July 2015 relating to the Business;
“TTM Audited Accounts”	the consolidated audited accounts of the Business for the TTM Period, to be prepared in accordance with International Financial Reporting Standards;
“TTM Net Profit”	the audited consolidated net profit of the Business for the TTM Period as shown in the TTM Audited Accounts;
“TTM Period”	the 12-month period ending on the first anniversary of the Completion Date or such other period that may be agreed between the parties and set out in the Definitive Agreements;
“Vendor”	a third party independent of and not a connected person of the Company;
“%”	per cent.;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“US\$”	United States dollars, the lawful currency of the United States of America.

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

Hong Kong, 28 July 2015

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

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

Non-Executive Director: Stephen Shiu Junior

Independent Non-Executive Directors: Balme Didier Raymond Marie, Chinn Adam David, Professor Lee Chack Fan, GBS, SBS, JP, Shi Jinsheng, Sin Hendrick and Yuen Kwok On

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 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.