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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)

DISCLOSEABLE TRANSACTION
DISPOSAL OF CROSBY CAPITAL (HOLDINGS) LIMITED

On 17 February 2015 (after trading hours), the Vendor and the Purchaser entered into the Sale and Purchase Agreement pursuant to which the Vendor agreed to sell and the Purchaser agreed to purchase the entire issued share capital of CCHL for a consideration of HK\$37,000,000.

The Disposal constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules as the applicable percentage ratios as defined under Rule 19.07 of the GEM Listing Rules are more than 5% but less than 25%.

THE SALE AND PURCHASE AGREEMENT

Date: 17 February 2015

Parties: (1) The Vendor
(2) The Purchaser

* For identification purposes only

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, 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).

The Purchaser has conditionally agreed to purchase the entire issued share capital of CCHL, which is a wholly-owned subsidiary of the Company, as at the date of this announcement.

Consideration and terms of payment

The consideration for the Disposal is HK\$37,000,000 which was determined after arm's length negotiations between the parties to the Sale and Purchase Agreement with reference to the unaudited consolidated net asset value of CCHL Group as at 31 December 2014. The consideration for the Disposal will be payable in cash or bank draft by the Purchaser to the Vendor on the date of completion.

Conditions precedent to the Sale and Purchase Agreement

The Sale and Purchase Agreement is conditional upon (i) all the required approvals, authorisations, consents having been obtained from and all the required registrations and filings have 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; and (ii) the Purchaser executing a charge of 50% of the issued share capital of CCHL in favour of the Vendor in the form satisfactory to the Vendor, which will be released upon the release of the guarantee provided by the Vendor on the mortgage of the Property which is expected no later than three months from the date of completion.

If the conditions above have not been fulfilled on or before 30 April 2015 or such other date as the parties may agree in writing, the Sale and Purchase Agreement shall lapse.

Completion of the Disposal

Completion will take place on or before the fifth business day after satisfaction of the conditions precedent and the full payment of the consideration to the satisfaction of the Vendor (or such other date as the parties may agree).

INFORMATION ON CCHL

CCHL is a wholly-owned subsidiary of the Company and it is an investment holding company. Its principal asset is the entire issued share capital of CCHK which in turn owns the Property. CCHL also directly owns the entire issued share capital of Aira Capital Limited, which is a dormant company with no material assets and liabilities.

Below is the loss of CCHL Group based on the audited financial results of the Group for the years ended 31 December 2012 and 31 December 2013 (after eliminating inter-company transactions):

	For the year ended 31 December 2012	For the year ended 31 December 2013
	<i>HK\$'000</i>	<i>HK\$'000</i>
Loss before taxation	14,247	14,694
Loss after taxation	14,247	14,694

The unaudited consolidated net asset value of CCHL Group as at 31 December 2014 was approximately HK\$37,040,000.

After the completion of the Disposal, each of CCHL, CCHK and Aira Capital Limited will cease to be subsidiaries of the Company.

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Group is principally engaged in the businesses of asset management and strategic investment.

The Directors expect that the gross proceeds from the Disposal of HK\$37,000,000 will be used by the Group as general working capital and to pursue other investment opportunities.

Having considered the current policies of the Hong Kong government to curb further increases in property prices and the change in market expectation on the quantitative easing policies and interest rate movement in the United States, the Directors are of the view that the Disposal provides an opportunity for the Group to monetise the value of the Property before any further reversal of market trends is crystallized. The disposal of the various offshore investment holding vehicles also allows the Group to remove any ongoing maintenance and liquidation costs for these vehicles.

FINANCIAL EFFECTS OF THE DISPOSAL

As a result of the Disposal, the Group is expected to record an unaudited loss of approximately HK\$40,000, which is calculated based on the consideration for the Disposal less the unaudited consolidated net asset value of CCHL Group as at 31 December 2014, after taking into consideration any incident costs arising from the Disposal.

The Directors, including the independent non-executive Directors, consider the terms of the Disposal are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

GEM LISTING RULES IMPLICATION

Pursuant to Rule 19.22 of the GEM Listing Rules, the applicable percentage ratios of the Disposal are more than 5% but less than 25%. Therefore, the Disposal is a discloseable transaction as defined under the GEM Listing Rules.

DEFINITIONS

The following terms have the following meanings when used in this announcement, unless the context otherwise requires:

“Board”	the board of Directors
“CCHK”	Crosby Capital (Hong Kong) Limited, a wholly-owned subsidiary of CCHL and a company incorporated in Hong Kong
“CCHL”	Crosby Capital (Holdings) Limited, a wholly-owned subsidiary of the Company and a company incorporated in the British Virgin Islands
“CCHL Group”	CCHL, CCHK and Aira Capital Limited
“Company”	AID Partners Capital Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Directors”	directors of the Company
“Disposal”	the disposal of the entire issued share capital of CCHL pursuant to the terms and conditions of the Sale and Purchase Agreement
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Property”	an office unit located at Unit 502, 5th Floor, AXA Centre, 151 Gloucester Road, Wan Chai, Hong Kong with an aggregate gross floor area of about 6,600 sq. ft. which is wholly-owned by CCHK
“Purchaser”	Ms. Tam Yuk Ching, Jenny
“Sale and Purchase Agreement”	the sale and purchase agreement entered into between the Purchaser and the Vendor on 17 February 2015 in relation to the Disposal
“Share(s)”	ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States
“sq. ft.”	square feet
“%”	per cent.

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

Hong Kong, 17 February 2015

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

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

Non-Executive Director: Stephen Shiu Junior

Independent Non-Executive Directors: 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.