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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 3/F., Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong on Tuesday, 17 March 2015 at 10:30 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

#### **ORDINARY RESOLUTION**

1. “**THAT:**

- (a) the conditional sale and purchase agreement dated 1 December 2014 (as supplemented by the supplemental agreement dated 17 February 2015) (collectively the “**Sale and Purchase Agreement**”, details of which are disclosed in the circular of the Company dated 2 March 2015 (the “**Circular**”) entered into amongst (i) Valliant Investments Limited as purchaser (the “**Purchaser**”), an indirect wholly-owned subsidiary of the Company; (ii) the Company; (iii) 莊小潔先生 (Mr. Zhuang Xiao Jie) as the vendor (the “**Vendor**”); (iv) 陳曉萍女士 (Ms. Chen Xiao Ping) as one of the Vendor’s guarantors; and (v) 張永鋒先生 (Mr. Zhang Yong Feng) as one of the Vendor’s guarantors, in relation to the sale and purchase of 70% of the issued share capital of Honestway Global Group Limited (the “**Acquisition**”) for an aggregate consideration of RMB84,000,000 (equivalent to approximately HK\$106,117,200), subject to adjustments to be made in accordance with the Sale and Purchase Agreement (a copy of Sale and

\* *For identification purpose only*

Purchase Agreement has been produced at the meeting marked “A” and signed by the chairman of the meeting for identification purpose) be and is hereby approved, confirmed and ratified, and THAT all the transactions contemplated under the Sale and Purchase Agreement be and are hereby approved (including but not limited to the allotment and issue to the Vendor or his nominee of (i) a maximum of 377,809,346 ordinary shares of US\$0.01 each in the share capital of the Company (the “**Share(s)**”) at the issue price of HK\$0.214 (“**Consideration Shares Issue Price**”) each credited as fully paid up and ranking pari passu with the existing issued shares of the Company, in settlement of the consideration for the Acquisition (“**Consideration Shares**”), and/or (ii) assuming that the 2015 Profit Bonus Shares (as defined below) will be issued at the Consideration Shares Issue Price, a maximum of 90,910,373 Shares credited as fully paid up and ranking pari passu with the existing issued shares of the Company in settlement of the 2015 Profit Bonus (as defined in the Circular) (if any) (“**2015 Profit Bonus Shares**”), pursuant to the Sale and Purchase Agreement);

- (b) subject to the fulfillment of the conditions precedent as set out in the Sale and Purchase Agreement and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares and the 2015 Profit Bonus Shares, the directors of the Company (“**Director(s)**”) be and are hereby specifically authorised to allot and issue the Consideration Shares and the 2015 Profit Bonus Shares (if any), credited as fully paid, to the Vendor or his nominee in accordance with the terms and conditions of the Sale and Purchase Agreement; and
- (c) any one of the Directors 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 or person authorised by the board of Directors) 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 or waivers of matters relating thereto that are of administrative nature and ancillary to the implementation of the Sale and Purchase Agreement and any other transactions contemplated under or incidental to the Sale and Purchase Agreement.”

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

Hong Kong, 2 March 2015

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Head Office and Principal place of business in Hong Kong:*

Units 1&2, 29/F.  
The Hennessy  
256 Hennessy Road  
Wanchai, Hong Kong

*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.

*As at the date of this notice, the board of Directors comprises five (5) executive Directors, namely, Chang Tat Joel, Ho Gilbert Chi Hang, Huang Kenian, Wang Dayong and Wu King Shiu, Kelvin; 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 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 aspects 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 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).*