



# AURUM PACIFIC (CHINA) GROUP LIMITED

奧栢中國集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8148)

## SECOND PROXY FORM

Second Form of proxy for use by the shareholders of Aurum Pacific (China) Group Limited (the "Company") at the annual general meeting (the "Meeting") to be convened at Training Room 1, Level 3, Core F, Cyberport 3, Hong Kong on Tuesday, 9 June 2020 at 11:30 a.m. (or any adjournment thereof).

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of <sup>(note b)</sup> \_\_\_\_\_ shares of HK\$0.04 each of the Company hereby appoint the chairman (the "Chairman") of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy <sup>(note c)</sup> at the Meeting to be held on Tuesday, 9 June 2020 at 11:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Unless the context requires otherwise, capitalised terms used in this second form of proxy shall have the same meanings as those defined in the circular and the supplemental circular of the Company dated 26 March 2020 and dated 19 May 2020.

Please indicate with a "✓" in the appropriate boxes to indicate how you wish your vote(s) to be cast <sup>(note d)</sup>.

ORDINARY RESOLUTIONS		FOR <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
1.	To consider and adopt the audited consolidated financial statements and the reports of the Directors and of the auditor of the Company for the year ended 31 December 2019		
2.	(a) To re-elect Mr. Chan Kwun Chung as an executive Director*		
	(b) To re-elect Ms. Sin Pui Ying as an executive Director		
	(c) To re-elect Mr. Leung Man Chun as an independent non-executive Director		
	(d) To authorise the board of Directors to fix the Directors' remuneration		
	(e) to re-elect Mr. Chow Yik as an executive Director;		
	(f) to re-elect Mr. Tsui Wing Tak as an executive Director;		
	(g) to re-elect Mr. Fok Kin Fung Eric as an independent non-executive Director; and		
	(h) to re-elect Mr. Chung Man Lai as an independent non-executive Director.		
3.	To re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company and to authorise the board of Directors to fix their remuneration		
4.	To grant the general mandate to the Directors to issue, allot and otherwise deal with the Shares		
5.	To grant the general mandate to the Directors to repurchase the Shares		
6.	To extend the general mandate granted to the Directors pursuant to resolution no. 4 to issue additional shares of the Company		

\* Due to the resignation of Mr. Chan Kwun Chung as an executive Director, this proposed resolution shall be withdrawn. For details of which, please refer to the announcement of the Company dated 1 April 2020.

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2020.

Shareholder's signature \_\_\_\_\_ <sup>(notes e, f, g and h)</sup>

### Notes:

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- d Please refer to the full text of the resolutions set out in the notice of the Meeting dated 26 March 2020 and the supplemental notice of the Meeting date 19 May 2020. **If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any of the resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of the resolutions. A proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the Meeting other than those set out in the notice convening the Meeting.**
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a Shareholder of the Company, or his/her attorney duly authorised in writing, or if the Shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.
- i Attention: A Shareholder who has not yet lodged the proxy form for the annual general meeting enclosed with the notice of the annual general meeting dated 26 March 2020 (the "First Proxy Form") with the Share Registrar in Hong Kong is requested to lodge this second proxy form (the "Second Proxy Form") if he/she/it wishes to appoint proxy/proxies to attend the annual general meeting on his/her/its behalf. In this case, the First Proxy Form should not be lodged with the Company or the Share Registrar.
- j **Attention: A Shareholder who has lodged the First Proxy Form with the Share Registrar should note that:**
  - (i.) if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed re-election of Mr. Chow, Mr. Tsui, Mr. Fok and Mr. Chung as Directors as set out in the supplemental notice of the annual general meeting and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
  - (ii.) if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder;
  - (iii.) if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar and transfer office.
- k Shareholders are reminded that completion and return of the Second Proxy Form will not preclude them from attending and voting in person at the annual general meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.