
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Aurum Pacific (China) Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or registered dealer in securities, through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

**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)****PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the EGM to be held at Portion 2, 12/F., The Center, 99 Queen's Road Central, Central, Hong Kong on Thursday, 29 June 2023, at 11:30 a.m. is set out on pages 6 to 8 of this circular.

A form of proxy for use by the shareholders of the Company at the EGM is enclosed with this circular. Whether or not you are intending to attend and vote at the EGM, you are advised to read this circular and to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before (i.e. Tuesday, 27 June 2023 at 11:30 a.m.) the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

This circular, together with a form of proxy, will remain on the website of the Stock Exchange at www.hkexnews.hk on the "Latest Listed Company Announcements" page for at least 7 days from the date of its publication and on the Company's website at www.aurumpacific.com.hk.

6 June 2023

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	2
Notice of Extraordinary General Meeting	6

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“Announcement”	the announcement of the Company dated 5 May 2023 in relation to, among others, the Proposed Change of Company Name
“Board”	the board of Directors
“Company”	Aurum Pacific (China) Group Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 29 June 2023, at 11:30 a.m., or, where the context so admits, any adjournment of such extraordinary general meeting
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Proposed Change of Company Name”	the proposal for change of the English name and the dual foreign name in Chinese of the Company from “Aurum Pacific (China) Group Limited” and “奧栢中國集團有限公司” to “Wuxi Life International Holdings Group Limited” and “梧喜生活國際控股集團有限公司”, respectively
“Share(s)”	the ordinary share(s) of HK\$0.04 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Liu Guanzhou (*Chairman*)

Mr. Chung Man Lai

Mr. Choi Pun Lap

Non-executive Director:

Ms. Li Hui Ling

Independent Non-executive Directors:

Mr. Tai Man Tai

Ms. Lam Yuen Man Maria

Mr. Fu Yan Ming

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:*

Room A6-D, 12/F, Block A

Hong Kong Industrial Centre

489-491 Castle Peak Road

Lai Chi Kok, Kowloon

Hong Kong

6 June 2023

To the Shareholders,

Dear Sirs or Madams,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the special resolution to be proposed at the EGM in respect of the Proposed Change of Company Name.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the Announcement, the Board proposes to change the English name and the dual foreign name in Chinese of the Company from “Aurum Pacific (China) Group Limited” and “奧栢中國集團有限公司” to “Wuxi Life International Holdings Group Limited” and “梧喜生活國際控股集團有限公司”, respectively. The Proposed Change of Company Name is subject to (i) the passing of the special resolution in respect of the Proposed Change of Company Name by the Shareholders; and (ii) the issuance of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands.

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board considers that the Proposed Change of Company Name will better reflect the Company’s future growth trajectory and emphasis its commitment in further developing the software platform business and the mobile games and applications business. Further, the proposed names of the Company will also highlight the Company’s focus on exploring business opportunities connected to everyday life technology. The Board believes that the proposed names of the Company will provide the Company with a new corporate image, ultimately benefiting the Company’s future business development.

Accordingly, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and its Shareholders as a whole.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM; and
2. the Registrar of Companies in the Cayman Islands issuing a certificate of incorporation on change of name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM. Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

LETTER FROM THE BOARD

EFFECT ON THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the Shareholders, the daily business operation of the Company and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be valid evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, all new share certificates will only be issued in the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed upon the Proposed Change of Company Name becoming effective.

CLOSURE OF REGISTER OF MEMBERS

In order to ascertain entitlements to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 26 June 2023 to Thursday, 29 June 2023 (both dates inclusive), during which period no transfer of the Shares can be registered. In order to be entitled to attend and vote at the EGM, all completed share transfer forms accompanied by the relevant share certificates shall be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 23 June 2023. Shareholders whose names appear on the Company's register of members on Thursday, 29 June 2023 will be eligible to attend and vote at the EGM.

EXTRAORDINARY GENERAL MEETING

The EGM will be held at Portion 2, 12/F., The Center, 99 Queen's Road Central, Central, Hong Kong on Thursday, 29 June 2023, at 11:30 a.m. for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name. The notice convening the EGM is set out on pages 6 to 8 of this circular.

A form of proxy for the EGM is enclosed herewith. Whether or not you are intending to attend and vote at the EGM you are advised to complete the enclosed form of proxy in accordance with the instructions printed on it and return the completed form of proxy to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event so that it is received at least 48 hours before (i.e. Tuesday, 27 June 2023 at 11:30 a.m.) the

LETTER FROM THE BOARD

time appointed for the EGM or adjourned meeting (as the case may be). Submission of a form of proxy shall not preclude you from attending the EGM (or any adjournment of such meeting) and voting in person should you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution will be voted on by way of a poll at the EGM. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any direct or indirect material interest in the Proposed Change of Company Name and accordingly, no Shareholder is required to abstain from voting on the special resolution to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, 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 the information contained in this circular 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 circular misleading.

RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolution approving such matters.

MISCELLANEOUS

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.

Yours faithfully
By order of the Board
Aurum Pacific (China) Group Limited
Liu Guanzhou
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of shareholders of Aurum Pacific (China) Group Limited (the “Company”) will be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 29 June 2023, at 11:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the certificate of incorporation on change of name being issued by the Registrar of Companies in the Cayman Islands, (i) the English name of the Company be changed from “Aurum Pacific (China) Group Limited” to “Wuxi Life International Holdings Group Limited”; and (ii) the dual foreign name in Chinese of the Company be changed from “奧栢中國集團有限公司” to “悟喜生活國際控股集團有限公司”, and that any one director or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the change of company name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
Aurum Pacific (China) Group Limited
Liu Guanzhou
Chairman

Hong Kong, 6 June 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. In order to ascertain entitlements to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 26 June 2023 to Thursday, 29 June 2023 (both dates inclusive), during which period no transfer of the Shares can be registered. In order to be entitled to attend and vote at the EGM, all completed share transfer forms accompanied by the relevant share certificates shall be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 23 June 2023. Shareholders whose names appear on the Company's register of members on Thursday, 29 June 2023 will be eligible to attend and vote at the EGM.
2. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or, if he/she/it is a holder of more than one Share, more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. A form of proxy for use at the EGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before (i.e. Tuesday, 27 June 2023 at 11:30 a.m.) the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish and in such event, the proxy shall be deemed to be revoked.
4. In the case of joint holders of Shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
5. If Typhoon Signal No. 8 or above, "extreme conditions" caused by super typhoon or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the EGM, then the meeting will be adjourned in accordance with the articles of association of the Company and the shareholders will be informed of the date, time and place of the adjourned meeting and, if necessary, be given notice thereof pursuant to the articles of association of the Company.
6. Any voting at the EGM shall be taken by poll.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the board of Directors of the Company comprises three executive Directors, namely Mr. Liu Guanzhou (Chairman), Mr. Chung Man Lai and Mr. Choi Pun Lap, one non-executive Director Ms. Li Hui Ling and three independent non-executive Directors, namely Mr. Tai Man Tai, Ms. Lam Yuen Man Maria and Mr. Fu Yan Ming.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 GEM of the Stock Exchange 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 on this notice misleading.

This notice will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its publication and on the Company’s website at www.aurumpacific.com.hk.