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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 or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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 AMENDMENTS TO SHARE OPTION SCHEME, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM of the Company to be held at 11:00 a.m. on Friday, 29 April 2016 at 9/F., Gloucester Tower, The Landmark, Central, Hong Kong is set out on pages 21 to 23 of this circular.

A form of proxy for use at the EGM is also enclosed with this circular. Whether or not you are able to attend the EGM, you are advised to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding 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, and in such event, the form of proxy shall be deemed to be revoked.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a high 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Board”	the board of Directors
“Company”	Aurum Pacific (China) Group Limited (stock code: 8148), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting to be convened by the Company for the Shareholders to consider and, if thought fit, approve the proposed amendments to the Share Option Scheme and re-election of retiring Directors
“Eligible Participant”	has the meaning ascribed to it under the Share Option Scheme
“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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	7 April 2016, being the latest practicable date for ascertaining certain information referred to in this circular prior to printing of this circular
“Option(s)”	share option(s) granted or to be granted under the Share Option Scheme
“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company as at the Latest Practicable Date
“Share Option Scheme”	The share option scheme adopted by the Company on 8 May 2013
“Shareholder(s)”	holder(s) of Share(s)

DEFINITIONS

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“Subsidiary”

a company which is for the time being and from time to time a subsidiary of the Company (within the meaning of the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong)), whether incorporated in Hong Kong, the Cayman Islands or elsewhere

“%”

per cent.

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. CHAN Wai Kit
Mr. HUNG Tat Chi Alan
Mr. MUI Yuk Wah
Ms. WONG Chi Yan

Registered office:

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

Independent Non-Executive Directors:

Mr. FOK Kin Fung Eric
Mr. LEUNG Man Chun
Dr. LEE Nim Wai

*Head office and principal place of
business in Hong Kong:*

22/F., Hua Fu Commercial Building
111 Queen's Road West
Hong Kong

13 April 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO SHARE OPTION SCHEME,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information on (i) the proposed amendments to the Share Option Scheme and (ii) the re-election of retiring Directors and to give you notice of the EGM at which a resolution will be proposed to consider and, if thought fit, approve the proposed amendments to the Share Option Scheme and re-election of retiring Directors.

PROPOSED AMENDMENTS TO THE SHARE OPTION SCHEME

Under the Share Option Scheme, the Directors may grant Options to Eligible Participant which include full time or part time employees of the Group (including any directors, whether executive or non-executive and whether independent or not, of the Company or any Subsidiary) and any supplier, consultants, agents and advisers or any person who, in the sole discretion of the Board, has contributed or may contribute to the Group eligible for Options under this Share Option Scheme.

LETTER FROM THE BOARD

The Board proposed that the Share Option Scheme be amended to include full time or part time employees (including any directors) of any entity in which the Group holds any equity interest ("**Invested Entity**") as Eligible Participants.

The Board considers that the proposed inclusion of full time or part time employees of the Invested Entity of the Group as Eligible Participants under the Share Option Scheme would incentivise such employees of the Invested Entity to contribute to the development and success of the Group and to allow the Company to reward such employees for their contributions to the Group.

Save for the proposed amendments set out above, all other terms of the Share Option Scheme shall remain unchanged. The Share Option Scheme as amended shall remain in compliance with Chapter 23 of the GEM Listing Rules.

A summary of the principal terms of the Share Option Scheme is set out in Appendix II to this circular.

As at the Latest Practicable Date, the Company was allowed to grant options to subscribe for up to 42,000,000 Shares under the Share Option Scheme.

The proposed amendments to the Share Option Scheme will be subject to Shareholders' approval at the EGM. To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, no Shareholder has an interest in the proposed amendments to the Share Option Scheme which is materially different from the other Shareholders. Therefore no Shareholder is required to abstain from voting on the resolutions to be proposed at the EGM.

RE-ELECTION OF RETIRING DIRECTORS

On 23 February 2016, Mr. Mui Yuk Wah ("**Mr. Mui**") and Mr. Leung Man Chun ("**Mr. Leung**") was appointed as executive Director and independent non-executive Director respectively. On 2 March 2016, Mr. Hung Tat Chi Alan ("**Mr. Hung**") and Fok Kin Fung Eric ("**Mr. Fok**") was appointed as executive Director and independent non-executive Director respectively. On 16 March 2016, Dr. Lee Nim Wai ("**Dr. Lee**") was appointed as independent non-executive Director.

In accordance with the Articles of Association of the Company, each of Mr. Mui, Mr. Leung, Mr. Hung, Mr. Fok and Dr. Lee shall hold office until the next general meeting and shall then be eligible for re-election.

Resolutions for re-electing each of Mr. Mui and Mr. Hung as executive Director and each of Mr. Leung, Mr. Fok and Dr. Lee as independent non-executive Director will be proposed at the EGM.

The biographical details of Mr. Mui, Mr. Hung, Mr. Leung, Mr. Fok and Dr. Lee are set out Appendix I to this circular.

LETTER FROM THE BOARD

THE EGM

A notice convening the EGM of the Company is set out on pages 21 to 23 of this circular.

A form of proxy for use at the EGM is also enclosed with this circular. Whether or not you are able to attend the EGM, you are advised to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding 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, and in such event, the form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Board considers that the proposed amendments to the Share Option Scheme and re-election of retiring Directors are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

Yours faithfully
By order of the Board
Aurum Pacific (China) Group Limited
Chan Wai Kit
Executive Director

This appendix sets out the information on the retiring Directors proposed to be re-elected at the EGM.

Mr. Mui Yuk Wah (“Mr Mui”)

Mr. Mui, aged 32, was appointed as an executive Director and company secretary with effect on 23 February 2016. He obtained a degree of bachelor of Economics from The Chinese University of Hong Kong. Mr. Mui has worked for international accounting firms for 8 years, with extensive experience in financial reporting, auditing, mergers and acquisitions and initial public offerings. Mr. Mui is a member of the Hong Kong Institute of Certified Public Accountants. Save as disclosed above, Mr. Mui does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, nor has he held any other position with the Company and other members of the Group or possess any other major professional qualifications.

There is a contract entered into between Mr. Mui and the Company and he is entitled to an annual emolument of HK\$600,000 and a discretionary bonus which is to be reviewed by the Remuneration Committee with reference to his duties and responsibilities with the Company and the Company’s remuneration policy. His appointment and remuneration have been recommended by the Nomination Committee and the Remuneration Committee and approved by the Board with reference to his duties and responsibilities with the Company and the market benchmark. Pursuant to the Articles of Association of the Company, Mr. Mui is eligible for re-election and subject to retirement by rotation and re-election at the annual general meetings of the Company.

Save as disclosed above, Mr. Mui does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and there is no information relating to the appointment of Mr. Mui as an executive Director that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules or any matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Hung Tat Chi Alan (“Mr Hung”)

Mr. Hung, aged 37, was appointed as executive Director of the Company on 2 March 2016. Mr. Hung obtained his Master Degree in Civil Engineering from the Hong Kong University of Science and Technology. He is specialized in commercializing recycled products in the construction industry and in waste tires solution. Mr. Hung has more than 10 years of experience in China and established extensive network with government officials and executives, investors, entrepreneurs, professionals and academics in Asia, America, Europe and the Middle East. Mr. Hung has been the Deputy Secretary General of the Preparatory Committee for the World Summit of Chinese Entrepreneurs since 2005, and has been taking up senior positions in organizations of different sectors for more than 8 years. Mr. Hung is currently an alternate director of Evershine Group Holdings Limited (stock code: 8022) which is listed on the Stock Exchange. Save as disclosed above, Mr. Hung does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, nor has he held any other position with the Company and other members of the Group.

There is a contract entered into between Mr. Hung and the Company and he is entitled to an annual emolument of HK\$360,000 and a discretionary bonus which is to be reviewed by the Remuneration Committee with reference to his duties and responsibilities with the Company and the Company’s remuneration policy. His appointment and remuneration have been recommended by the Nomination Committee and the Remuneration Committee and approved by the Board with reference to his duties and responsibilities with the Company and the market benchmark. Pursuant to the articles of association of the Company, Mr. Hung’s appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company.

Mr. Hung does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and there is no information relating to the appointment of Mr. Hung as executive Director that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules nor any matters that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

Mr. Leung Man Chun (“Mr. Leung”)

Mr. Leung, aged 28, was appointed as an independent non-executive Director, the member of the Audit Committee, the member of the Nomination Committee and the member of the Remuneration Committee of the Company on 23 February 2016. He has been engaging in financial services sector for over 6 years, along with ample experience in an international accounting firm and an international bank. He currently serves as a corporate finance principal for a professional firm. He obtained a bachelor’s degree in social sciences from Hong Kong Baptist University in 2009. Mr. Leung is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Leung has been appointed as an independent non-executive director of Evershine Group Holdings Limited (stock code: 8022), a company listed on the Stock Exchange. Save as disclosed above, Mr. Leung does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, Mr. Leung does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, nor has he held any other position with the Company and other members of the Group or possess any other major professional qualifications.

Mr. Leung and the Company have entered into a service contract for a term of three years commencing from 23 February 2016 with an annual emolument of HK\$120,000. His appointment and remuneration have been recommended by the Nomination Committee and the Remuneration Committee and approved by the Board with reference to his duties and responsibilities with the Company and the market benchmark. Pursuant to the Articles of Association, Mr. Leung is subject to retirement by rotation and re-election at the annual general meetings of the Company. Save as disclosed above, there is no information relating to the appointment of Mr. Leung as an independent non-executive Director that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules or need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Fok Kin Fung Eric (“Mr Fok”)

Mr. Fok, aged 32, was appointed as independent non-executive Director and member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company on 2 March 2016. Mr. Fok has over 10 years’ experience in financial advisory industry, with ample experience in asset management and risk management. Mr. Fok obtained a bachelor degree of banking and finance from the University of London and currently serves as a senior financial advisor at an international insurance corporation. Save as disclosed above, Mr. Fok does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, nor has he held any other position with the Company and other members of the Group.

Mr. Fok and the Company have entered into a service contract for a term of three years commencing from 2 March 2016 with an annual emolument of HK\$120,000. His appointment and remuneration have been recommended by the Nomination Committee and the Remuneration Committee and approved by the Board with reference to his duties and responsibilities with the Company and the market benchmark. Pursuant to the articles of association of the Company, Mr. Fok’s appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company. Mr. Fok does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and there is no information relating to the appointment of Mr. Fok as independent non-executive Director that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the of GEM Listing Rules nor any matters that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

Dr. Lee Nim Wai (“Dr. Lee”)

Dr. Lee, aged 63, was appointed as independent non-executive Director and member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company on 16 March 2016. Dr. Lee is a dental surgeon in Hong Kong with over 37 years in dental practice, with special interest in cosmetic dentistry. Dr. Lee obtained the Bachelor Degree from the University of Washington in 1975, and later on the Doctoral Degree of Dental Medicine from the University of the East in 1979. Dr. Lee actively engages in charitable activities and he has been the vice-chairman and a director of Yan Chai Hospital from 1991-1999. He is the founder of Imperial Dental Group which provides premium dental services both in Hong Kong and Mainland China. Save as disclosed above, Dr. Lee does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, nor has he held any other position with the Company and other members of the Group.

Dr. Lee and the Company have entered into a service contract for a term of three years commencing from 16 March 2016 with an annual emolument of HK\$120,000. His appointment and remuneration have been recommended by the Nomination Committee and the Remuneration Committee and approved by the Board with reference to his duties and responsibilities with the Company and the market benchmark. Pursuant to the articles of association of the Company, Dr. Lee’s appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company. Dr. Lee does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and there is no information relating to the appointment of Dr. Lee as independent non-executive Director that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules nor any matters that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The following is a summary of the principal terms of the Share Option Scheme :

(A) PURPOSE OF THE SHARE OPTION SCHEME

The purpose of the Share Option Scheme is to enable the Company to grant Options to the Eligible Participants in order to recognise and motivate the contribution of the Participants to the Group.

(B) ADMINISTRATION OF THE SHARE OPTION SCHEME

The Share Option Scheme shall be subject to the administration by the Directors whose decision shall be final and binding on all parties who may be affected thereby.

(C) GRANT AND ACCEPTANCE OF OPTIONS

Subject to the terms of the Share Option Scheme, the Board may, in its absolute discretion, invite any Eligible Participant to take up Options to subscribe for Shares at a price calculated in accordance with paragraph (d) below.

An offer of the grant of an Option shall be made to Eligible Participants in writing (and unless so made shall be invalid) in such form as the Board may from time to time determine and shall remain open for acceptance by the Eligible Participant concerned for a period of 28 days from the date upon which it is made provided that no such offer shall be open for acceptance after the earlier of the 10th anniversary of the adoption date of the Share Option Scheme or the termination of the Share Option Scheme.

A non-refundable nominal consideration of HK\$1.00 is payable by the grantee upon acceptance of an Option. An Option shall be deemed to have been accepted when the duplicate letter comprising acceptance of the Option duly signed by the Eligible Participant together with the said consideration of HK\$1.00 is received by the Company.

Any offer of the grant of an Option may be accepted in respect of less than the number of Shares in respect of which it is offered provided that it is accepted in such number of Shares as represents a board lot for the time being for the purpose of trading on GEM or an integral multiple thereof.

(D) EXERCISE OF OPTIONS AND PRICE OF SHARES

An Option may be exercised in whole or in part by the grantee giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is exercised. Each such notice must be accompanied by a remittance for the full amount of the subscription price for the Shares in respect of which the notice is given. Within 21 days after receipt of the notice and the remittance and, where appropriate, receipt of the certificate of the Company's auditors or independent financial advisers, the Company shall allot and issue the relevant Shares to the grantee (or his legal personal representative(s)) credited as fully paid.

Shares to be allotted and issued upon the exercise of an Option will be subject to all the provisions of the articles of association of the Company for the time being in force and will rank pari passu in all respects with the existing fully paid Shares in issue on the date on which the Option is duly exercised or, if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members (the “**Exercise Date**”) and accordingly will entitle the holders thereof to participate in all dividends or other distributions paid or made on or after the exercise date other than any dividends or other distributions previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the exercise date. A Share allotted upon the exercise of an Option shall not carry voting rights until the name of the grantee has been duly entered onto the register of members of the Company as the holder thereof.

The exercise price for Shares under the Share Option Scheme may be determined by the Board at its absolute discretion but in any event will not be less than the highest of: (i) the closing price of the Shares as stated in the daily quotations sheets of the Stock Exchange on the date of grant, which must be a business day; and (ii) the average closing price of the Shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date of grant.

(E) MAXIMUM NUMBER OF SHARES AVAILABLE FOR ISSUE

- (i) Subject to the GEM Listing Rules, the overall limit on the number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other scheme of the Company must not, in aggregate, exceed 30% of the Shares in issue from time to time (the “**Overall Limit**”). No Options shall be granted under any share option schemes of the Company (including the Share Option Scheme) if this will result in the Overall Limit being exceeded.
- (ii) Subject to the Overall Limit, the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option schemes of the Company adopted by the Group must not, in aggregate, exceed 10% of the Shares in issue as at the date of the approval of the Share Option Scheme (the “**Scheme Mandate Limit**”), unless Shareholders’ approval has been obtained pursuant to sub-paragraphs (iii) and (iv) below. Options lapsed in accordance with the terms of the Share Option Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit.

- (iii) Subject to the Overall Limit, the Company may refresh the Scheme Mandate Limit at any time subject to approval of the Shareholders in general meeting, provided that the Scheme Mandate Limit as refreshed must not exceed 10% of the Shares in issue as at the date of the aforesaid Shareholders' approval (the "**Refreshed Limit**"). Options previously granted under the Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with such schemes or exercised Options) will not be counted for the purpose of calculating the Refreshed Limit. The Company must send a circular to the Shareholders containing such information as required under the GEM Listing Rules.
- (iv) The total number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other scheme of the Company must not exceed 30 % of the total issued Shares from time to time. Subject to the Overall Limit, the Company may also seek separate approval of the Shareholders in general meeting for granting Options beyond the Scheme Mandate Limit provided that the Options in excess of the Scheme Mandate Limit are granted only to Eligible Participants specifically identified by the Company before such approval is sought. The Company must send a circular to the Shareholders containing a generic description of the specified Eligible Participants, the number and terms of Options to be granted, the purpose of granting Options to the specified Eligible Participants with an explanation as to how the terms of the Options serve such purpose and such other information as required under the GEM Listing Rules.

(F) GRANT OF OPTIONS TO CONNECTED PERSONS OR ANY OF THEIR ASSOCIATES

Any grant of Options to a connected person or its associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Options). Where Options are proposed to be granted to a connected person who is also a substantial shareholder of the Company or an independent non-executive Director or their respective associates and if such grant would result in the total number of Shares issued and to be issued upon exercise of the Options granted and to be granted (including Options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant to such person representing in aggregate over 0.1 % of the total issued Shares and having an aggregate value, based on the closing price of the securities at the date of each grant, in excess of HK\$5 million, then the proposed grant must be subject to the approval of Shareholders taken on a poll in a general meeting. All connected persons of the Company must abstain from voting at such general meeting (except where any connected person intends to vote against the proposed grant provided that his intention to do so has been stated in the Shareholders' circular to be issued as stated below).

A circular must be prepared by the Company explaining the proposed grant, disclosing (i) the number and terms of the Options to be granted; (ii) containing a recommendation from the independent non-executive Directors (excluding any independent non-executive Director who is a grantee) on whether or not to vote in favour of the proposed grant; and (iii) containing information relating to any Directors who are trustees of the scheme or have a direct or indirect interest in the trustees.

Any change in the terms of Options granted to a connected person or its associates must be approved by Shareholders in a general meeting.

(G) MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT

The total number of Shares issued and to be issued upon exercise of the Options granted to each Eligible Participant or grantee (including exercised and outstanding options) in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue at the date of grant (the “**Individual Limit**”). Where it is proposed that any offer is to be made to an Eligible Participant (or where appropriate, an existing grantee) which would result in the Shares issued and to be issued upon exercise of all Options granted and to be granted to such person (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the relevant date of grant to exceed his, her or its Individual Limit, such offer and any acceptance thereof must be conditional upon Shareholders’ approval in general meeting with such Eligible Participant (or where appropriate, an existing grantee) and his, her or its associates abstaining from voting. The Company must send a circular to the Shareholders disclosing the identity of the Eligible Participant or grantee, the number and terms of Options to be granted (and Options previously granted) to such Eligible Participant, the information required under the GEM Listing Rules. The number and terms (including the subscription price) of Options to be granted to such Eligible Participant must be fixed before the date on which Shareholders’ approval is sought and the date of the Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the subscription price.

(H) TIME OF EXERCISE OF OPTIONS

Subject to the terms of the Share Option Scheme, an Option may be exercised in whole or in part at any time during the period to be determined and identified by the Board to each grantee at the time of making an offer for the grant of an Option, but in any event no later than 10 years from the date of grant but subject to the early termination of the Share Option Scheme (the “**Option Period**”).

There is no specified minimum period under the Share Option Scheme for which an Option must be held or the performance target which must be achieved before an Option can be exercised under the terms of the Share Option Scheme unless otherwise specified by the Board at the time of grant. The Board may set appropriate performance target and/or minimum period for the exercise of the Options at the time of the grant of Options under the Share Option Scheme as and when appropriate.

(I) RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS

Grant of Options may not be made after inside information has come to the knowledge of the Company until such inside information has been announced in accordance with the relevant requirements of the GEM Listing Rules. In particular, no Option may be granted during the period commencing one month immediately preceding the earlier of (i) the date of the Board meeting for the approval of the Company's quarterly, interim or annual results and (ii) the deadline for the Company to publish its quarterly, interim or annual results announcement and ending on the date of such results announcement.

(J) RIGHTS ARE PERSONAL TO GRANTEES

An Option is personal to the grantee and shall not be assignable. An Option shall not be sold, transferred, charged, mortgaged, encumbered or created with any interest in favour of any third party.

(K) RIGHTS ON CESSATION OF EMPLOYMENT BY DISMISSAL

If the grantee of an Option is an employee of the Group and ceases to be an Eligible Participant on one or more of the grounds that he or she has been guilty of persistent or serious misconduct, bankruptcy, insolvency, composition with his or her creditors generally or conviction of any criminal offence or other grounds on which an employer would be entitled to terminate his or her employment pursuant to any applicable law, his or her Option (to the extent not already exercised) will lapse on the date of cessation of his or her employment.

(L) RIGHTS ON DEATH

If the grantee of an Option is an employee of the Group and ceases to be an Eligible Participant by reason of his or her death before exercising the Options in full and none of the events referred to in paragraph (k) above as ground for termination of his or her Options arises, his or her personal representative(s) may exercise the Option (to the extent not already exercised) within a period of 12 months following the date of death (or such longer period as the Board may determine), failing which it will lapse.

(M) RIGHTS ON CESSATION OF EMPLOYMENT FOR OTHER REASONS

If the grantee of an Option who is an employee of the Group and ceases to be an Eligible Participant for any other reason before exercising the Option in full, the Option (to the extent not already exercised) shall lapse on the date of cessation or termination and shall not be exercisable, which date shall be the last actual working with the Company or its subsidiary, whether salary is paid in lieu of notice or not.

(N) RIGHTS ON A GENERAL OFFER

In the event of a general offer being made to all Shareholders (or all such holders other than the offeror and/or person controlled by the offeror and/or any person acting in concert (as defined in the Hong Kong Codes on Takeovers and Mergers) with the offeror) and such offer becomes or is declared unconditional during the Option Period of the relevant Option, the grantee (or his personal representative(s)) shall be entitled to exercise the Option in full (to the extent not already exercised) at any time within thereafter and up to the close of such offer.

(O) RIGHTS ON WINDING UP

In the event a notice is given by the Company to its members to convene a general meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall on the same date as it despatches such notice to each member of the Company give notice thereof to all grantees and any grantee (or his or her personal representative(s)) may by notice in writing to the Company accompanied by a remittance for the full amount of the aggregate subscription price in respect of the relevant Option (such notice to be received by the Company no later than five business days prior to the proposed general meeting)) exercise the Option (to the extent not already exercised) either to its full extent or to the extent that he or she may specify in his or her notice and the Company shall as soon as possible and in any event no later than the business day immediately prior to the date of the proposed general meeting referred to above, allot and issue such number of Shares to the grantee credited as fully paid.

(P) RIGHTS ON RECONSTRUCTION, COMPROMISE OR ARRANGEMENT

If a compromise or arrangement between the Company and its members or creditors is proposed for the purpose of or in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice to the grantee on the same date as it despatches the notice to each member or creditor of the Company to consider such a compromise or arrangement, and thereupon the grantee (or his or her personal representative(s)) may by notice in writing to the Company accompanied by a remittance for the full amount of the subscription price in respect of which the notice is given (such notice to be received by the Company no later than five business days prior to the proposed general meeting) exercise the Option (to the extent not already exercised) either to its full extent or to the extent specified in the notice and the Company shall as soon as possible and in any event no later than the business day immediately prior to the date of the proposed general meeting allot and issue such number of Shares to the grantee credited as fully paid.

(Q) CANCELLATION OF OPTIONS

The Board may at any time cancel any Option granted but not exercised if the grantee so agrees. Any cancellation of Options granted but not exercised and the issuance of new Options to the same grantee may only be made under the Share Option Scheme with available unissued Options (excluding the cancelled Options) within the Scheme Mandate Limit referred to in paragraph (e) (ii) above. Options lapsed in accordance with the terms of the Share Option Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit.

(R) EFFECT OF ALTERATIONS TO SHARE CAPITAL

In the event of any alteration in the capital structure of the Company by way of capitalisation of profits or reserves, rights issue, consolidation, subdivision or reduction of the share capital of the Company (other than an issue of Shares as consideration in respect of a transaction while any Option remains exercisable), such corresponding alterations (if any) will be made in (i) the numbers or nominal amount of Shares subject to any Option so far as such Option remains unexercised and/or (ii) the subscription price of any Option and/or (iii) the maximum number of Shares available for subscription and/or; (iv) the method of exercise of the Option as the auditors or independent financial advisers for the time being of the Company shall at the request of the Company or any grantee certify in writing to be in their opinion fair and reasonable, provided that (i) any such alterations shall be made on the basis that the aggregate subscription price payable by the grantee on the full exercise of any Option shall remain as nearly as possible the same as (but not greater than) it was before such event; (ii) no such alterations shall be made the effect of which would be to enable a Share to be issued at less than its nominal value; (iii) no such adjustment shall be made the effect of which would be to increase the proportion of the issued share capital of the Company for which any grantee would have been entitled to subscribe had he exercised all the Options held by him immediately prior to such adjustment; and (iv) the issue of securities of the Company as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustment. Save in the case of a capitalisation issue, the auditors or independent financial advisers for the time being of the Company must confirm to the Directors in writing that such adjustment(s) satisfy the aforesaid requirements.

(S) RANKING OF SHARES

The Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the articles of association of the Company for the time being in force and will rank pari passu in all respects with the fully paid Shares in issue on the date on which the Option is exercised and accordingly will entitle the holders of Shares to participate in all dividends or other distributions paid or made on or after the date on which the Option is exercised other than any dividends or other distributions previously declared or recommended or resolved to be paid or made with respect to a record date which shall be before the date of allotment.

(T) DURATION OF THE SHARE OPTION SCHEME

The Share Option Scheme shall continue in force for the period commencing from the Adoption Date and expiring at the close of business on the 10th anniversary thereof, after such period no further Options will be granted but the provisions of the Share Option Scheme shall remain in full force and effect in respect of any Options granted before its expiry or termination but not yet exercised.

(U) ALTERATIONS TO THE TERMS OF THE SHARE OPTION SCHEME

- (i) The provisions relating to the matters set out in rule 23.03 of the GEM Listing Rules cannot be altered to the advantage of Eligible Participants without the prior approval of Shareholders in a general meeting.
- (ii) Any alterations to the terms and conditions of the Share Option Scheme which are of a material nature or any change to the terms of Options granted must be approved by Shareholders, except where the alterations take effect automatically under the existing terms of the Share Option Scheme.
- (iii) Any change to the authority of the Directors in relation to any alteration to the terms of the Share Option Scheme must be approved by Shareholders in a general meeting.
- (iv) Any change to the provisions of the Share Option Scheme as to the certain definitions including but not limited to “Eligible Participant” and “Option Period” must be approved by Shareholders in a general meeting.
- (v) Any change to certain provisions of the Share Option Scheme including but not limited to the provisions relating to alterations to the terms of the Share Option Scheme, exercise of Options and price of Shares must be approved by Shareholders in a general meeting.

Save as disclosed in the above, the Share Option Scheme may be altered in any respect by a resolution of the Board provided that no such alteration shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alteration. Any alterations to the terms and conditions of the Share Option Scheme shall also comply with the relevant requirements of Chapter 23 of the GEM Listing Rules.

(V) CONDITIONS OF THE SHARE OPTION SCHEME

The Share Option Scheme is conditional upon:

- (i) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in any Shares to be issued by the Company pursuant to the exercise of Options in accordance with the terms and conditions of the Share Option Scheme; and
- (ii) the passing of the necessary resolution to approve and adopt the Share Option Scheme in general meeting.

(W) LAPSE OF OPTIONS

An Option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (i) the expiry of the Option Period;
- (ii) the expiry of any of the periods referred to in paragraphs (k) to (p);
- (iii) the date on which the Directors shall exercise the Company's right to cancel the Option by reason of a breach of paragraph (j) by the grantee of the Option in respect of that or any other Option; and
- (iv) save as otherwise determined by the Board, the date on which the grantee being an employee of a member of the Group, ceases to be an Eligible Participant by reason of a termination of his employment on any one or more of the grounds that he has been guilty of persistent or serious misconduct, or has become bankrupt or has become insolvent or has made any arrangement or composition with his creditors generally, or has been convicted of any criminal offence (other than an offence which in the opinion of the Directors does not bring the grantee or the Company and its subsidiaries into disrepute).

(X) TERMINATION

The Company by ordinary resolution in general meeting may at any time terminate the operation of the Share Option Scheme and in such event no further Options will be offered but in all other respects the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Options granted prior to such termination.

Details of the Options granted, including Options exercised or outstanding, under the Share Option Scheme shall be disclosed in the circular to Shareholders seeking approval of any subsequent share option scheme to be established after such termination.

(Y) MISCELLANEOUS

The terms of the Share Option Scheme (and any other schemes adopted by the Company from time to time) shall be in accordance with the requirements set out in Chapter 23 of the GEM Listing Rules.

The Company will comply with the relevant statutory requirements and the GEM Listing Rules from time to time in force on a continuing basis in respect of the Share Option Scheme and any other schemes of the Company.

Any dispute arising in connection with the number of Shares of an Option and any of the matters referred to in paragraph (r) above shall be referred to the decision of the auditors or the independent financial advisers of the Company who shall act as experts and not as arbitrators and whose decision, in the absence of manifest error, shall be final and binding.

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 an extraordinary general meeting (the “**Meeting**”) of Aurum Pacific (China) Group Limited (the “**Company**”) will be held at 11:00 a.m. on Friday, 29 April 2016 at 9/F., Gloucester Tower, The Landmark, Central, Hong Kong to consider and, if thought fit, approve, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**
 - (a) The definition of “**Eligible Participant**” in Clause 1.1 of the share option scheme of the Company adopted on 8 May 2013 (“**Share Option Scheme**”) be deleted entirely and replaced by the following :

““**Eligible Participant**” full time or part time employees of the Group or Invested Entity (including any directors, whether executive or non-executive and whether independent or not, of the Company or any Subsidiary or any Invested Entity) and any supplier, consultants, agents and advisers or any person who, in the sole discretion of the Board, has contributed or may contribute to the Group and eligible for Options under this Share Option Scheme;”
 - (b) The following definition of “**Invested Entity**” be added immediately after the definition of “**Hong Kong**” in Clause 1.1 of the Share Option Scheme :

““**Invested Entity**” any entity in which the Group holds any equity interest;”
 - (c) any one director of the Company be and is hereby authorised to do all such acts and things as he in his sole and absolute discretion deems necessary, desirable or expedient to implement or give effect to this resolution and the transactions contemplated hereunder.”
2.
 - (a) To re-elect Mr. Mui Yuk Wah as executive Director of the Company;
 - (b) To re-elect Mr. Hung Tat Chi Alan as executive Director of the Company;
 - (c) To re-elect Mr. Leung Man Chun as independent non-executive Director of the Company;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (d) To re-elect Mr. Fok Kin Fung Eric as independent non-executive Director of the Company;
- (e) To re-elect Dr. Lee Nim Wai as independent non-executive Director of the Company;
- (f) To authorise the board of Directors to fix the Directors' remuneration.

Yours faithfully
By order of the Board
Aurum Pacific (China) Group Limited
Chan Wai Kit
Executive Director

Hong Kong, 13 April 2016

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

As at the date hereof, the board of directors of the Company comprises four executive Directors Mr. Chan Wai Kit, Ms. Wong Chi Yan, Mr. Mui Yuk Wah and Mr. Hung Tat Chi Alan and three independent non-executive Directors, Mr. Leung Man Chun, Mr. Fok Kin Fung Eric and Dr. Lee Nim Wai.

NOTICE OF EXTRAORDINARY GENERAL MEETING

This notice, 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 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 or this notice misleading.

This notice will remain on the page of “Latest Company Announcements” on the GEM website for at least 7 days from the date of its posting and the website of the Company at www.aurumpacific.com.hk.