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**Chiu Ngai Hung**



**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)**

## **JOINT ANNOUNCEMENT**

### **CLOSE AND RESULTS OF THE UNCONDITIONAL MANDATORY CASH OFFER BY EMPEROR CAPITAL LIMITED ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES IN AURUM PACIFIC (CHINA) GROUP LIMITED (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND THE PARTIES ACTING IN CONCERT WITH HIM)**

**Financial Adviser to the Offeror**



**Financial Adviser to Aurum Pacific  
(China) Group Limited**



## **CLOSE OF THE SHARE OFFER**

The Offeror announces that the Share Offer made by Emperor Capital on behalf of the Offeror was closed at 4:00 p.m. on Tuesday, 12 December 2017 and was not revised or extended.

## **RESULTS OF THE SHARE OFFER**

As at 4:00 p.m. on Tuesday, 12 December 2017, being the latest time and date for acceptance of the Share Offer as set out in the Composite Document, the Offeror received valid acceptances in respect of a total of 72,835,955 Offer Shares under the Share Offer, representing approximately 6.69% of the issued Shares of the Company as at the date of this joint announcement.

As such, immediately after the close of the Share Offer, the Offeror and parties acting in concert with him were interested in an aggregate of 648,377,955 Shares, representing approximately 59.56% of the issued Shares of the Company as at the date of this joint announcement.

## **SETTLEMENT OF THE SHARE OFFER**

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of acceptance of the Share Offer) payable for the Offer Shares tendered under the Share Offer have been or will be despatched to the Independent Shareholders accepting the Share Offer by ordinary post at their own risk within seven Business Days after the date of receipt by the Registrar of all relevant documents of title to render such acceptance complete and valid in accordance with the Takeovers Code.

## **PUBLIC FLOAT**

Immediately after the close of the Share Offer, subject to the due registration by the Registrar of the transfer of those Offer Shares acquired under the Share Offer, 440,262,045 Shares, representing approximately 40.44% of the issued Shares of the Company as at the date of this joint announcement, were held by the public (within the meaning under the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the Company continues to comply with the minimum public float requirement of 25% as set out under Rule 11.23(7) of the GEM Listing Rules.

## **INTRODUCTION**

References are made to the joint announcement dated 31 October 2017 and the composite offer and response document dated 21 November 2017 (the “Composite Document”) jointly issued by the Offeror and the Company in relation to, among other matters, the unconditional mandatory cash offer by Emperor Capital Limited on behalf of the Offeror to acquire all the issued Shares of the Company (other than those already owned or agreed to be acquired by the Offeror and the parties acting in concert with him). Capitalised terms used herein have the same meaning as those defined in the Composite Document unless the context otherwise requires.

## **CLOSE OF THE SHARE OFFER**

The Offeror announces that the Share Offer made by Emperor Capital on behalf of the Offeror was closed at 4:00 p.m. on Tuesday, 12 December 2017 and was not revised or extended.

## **RESULTS OF THE SHARE OFFER**

As at 4:00 p.m. on Tuesday, 12 December 2017, being the latest time and date for acceptance of the Share Offer as set out in the Composite Document, the Offeror received valid acceptances in respect of a total of 72,835,955 Offer Shares under the Share Offer, representing approximately 6.69% of the issued Shares of the Company as at the date of this joint announcement.

As such, immediately after the close of the Share Offer, the Offeror and parties acting in concert with him were interested in an aggregate of 648,377,955 Shares, representing approximately 59.56% of the issued Shares of the Company as at the date of this joint announcement.

## **SETTLEMENT OF THE SHARE OFFER**

Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty in respect of acceptance of the Share Offer) payable for the Offer Shares tendered under the Share Offer have been or will be despatched to the Independent Shareholders accepting the Share Offer by ordinary post at their own risk within seven Business Days after the date of receipt by the Registrar of all relevant documents of title to render such acceptance complete and valid in accordance with the Takeovers Code.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately before the commencement of the Offer Period, the Offeror and parties acting in concert with him were interested in a total of 575,542,000 Shares, representing 52.87% of the then issued Shares of the Company.

Immediately after the close of the Share Offer, taking into account the valid acceptances in respect of 72,835,955 Offer Shares received under the Share Offer, the Offeror and parties acting in concert with him are interested in an aggregate of 648,377,955 Shares, representing approximately 59.56% of the issued Shares of the Company as at the date of this joint announcement.

Save as disclosed above, none of the Offeror or parties acting in concert with him has acquired or agreed to acquire any Shares or other securities of the Company or rights over the Shares during the Offer Period. The Offeror and parties acting in concert with him have not borrowed or lent any Shares or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

Set out below is the shareholding structure of the Company (i) immediately after Completion and before the commencement of the Share Offer; and (ii) immediately after the close of the Share Offer (subject to the completion of the transfer of those Offer Shares acquired under the Share Offer to the Offeror):

	(i) Immediately after Completion and before the commencement of the Share Offer		(ii) Immediately after the close of the Share Offer (subject to the completion of the transfer of those Offer Shares acquired under the Share Offer to the Offeror)	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
The Offeror and parties acting in concert with him	575,542,000	52.87	648,377,955	59.56
Public Shareholders	513,098,000	47.13	440,262,045	40.44
Total	<u>1,088,640,000</u>	<u>100.00</u>	<u>1,088,640,000</u>	<u>100.00</u>

## **PUBLIC FLOAT**

Immediately after the close of the Share Offer, subject to the due registration by the Registrar of the transfer of those Offer Shares acquired under the Share Offer, 440,262,045 Shares, representing approximately 40.44% of the issued Shares of the Company as at the date of this joint announcement, were held by the public (within the meaning under the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the Company continues to comply with the minimum public float requirement of 25% as set out under Rule 11.23(7) of the GEM Listing Rules.

**Chiu Ngai Hung**

By Order of the Board  
**Aurum Pacific (China) Group Limited**  
**Chan Kwun Chung**  
*Executive Director*

Hong Kong, 12 December 2017

*As at the date of this joint announcement, the Board comprises two executive Directors, Mr. Chan Wai Kit and Mr. Chan Kwun Chung and three independent non-executive Directors, Mr. Leung Man Chun, Mr. Fok Kin Fung Eric and Dr. Lee Nim Wai.*

*All Directors jointly and severally accept full responsibility for the accuracy of the information (other than those relating to the Offeror and parties acting in concert with him) contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*This joint 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 the information contained in this joint announcement 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 joint announcement misleading.*

*The Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than those relating to the Company, the Vendors and their respective associates and parties acting in concert with them) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Company) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*This joint announcement 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](http://www.aurumpacific.com.hk).*