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**If you have sold or transferred** all of 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 transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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)**

### **(1) PROPOSED SHARE CONSOLIDATION**

**AND**

### **(2) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

**AND**

### **(3) RE-ELECTION OF THE RETIRING DIRECTORS**

**AND**

### **(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held at 11:00 a.m. on Friday, 19 February 2016 at 9/F., Gloucester Tower, The Landmark, Central, Hong Kong is set out on pages 15 to 17 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 requested 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.

This circular will remain on the “Latest Company Announcement” page of the website of the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited at [www.hkgem.com](http://www.hkgem.com) for a minimum period of 7 days from the date of its publication and on the website of the Company at [www.aurumpacific.com.hk](http://www.aurumpacific.com.hk).

## 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, the following expressions shall have the following meanings unless the context otherwise requires:*

“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“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
“Consolidated Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider, and if thought fit, to approve, among other things, the Share Consolidation, the Increase in Authorised Share Capital and the re-election of the retiring Directors
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	the Hong Kong Securities Clearing Company Limited

## DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	subject to the Share Consolidation becoming effective, the increase in the authorised share capital of the Company from HK\$40,000,000 divided into 1,000,000,000 Consolidated Shares to HK\$120,000,000 divided into 3,000,000,000 Consolidated Shares by the creation of an additional 2,000,000,000 Consolidated Shares
“Latest Practicable Date”	26 January 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Committee”	has the meaning ascribed thereto under the GEM Listing Rules
“Share(s)”	ordinary share(s) of HK\$0.004 each in the share capital of the Company before the Share Consolidation becoming effective
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Shares into one (1) Consolidated Share
“Shareholder(s)”	the holder(s) of the Share(s) or the Consolidated Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

## EXPECTED TIMETABLE

Set out below is the expected timetable in relation to the Share Consolidation:

Despatch of circular and proxy form for the EGM . . . . . Friday, 29 January 2016

Latest date and time for

lodging the proxy form for the EGM . . . . . 11:00 a.m. on Wednesday,  
17 February 2016

Date and time of the EGM . . . . . 11:00 a.m. on Friday,  
19 February 2016

Publication of the announcement of

results of the EGM . . . . . Friday, 19 February 2016

*The following events are conditional upon the fulfilment of the conditions for the implementation of the Share Consolidation as set out in the section headed "Conditions of the Share Consolidation" in this circular.*

Effective date of the Share Consolidation . . . . . Monday, 22 February 2016

First day of free exchange of existing share

certificates for new share certificates . . . . . Monday, 22 February 2016

Dealings in Consolidated Shares commence . . . . . 9:00 a.m. on Monday,  
22 February 2016

Original counter for trading in Shares in board lots of

20,000 Shares (in the form of existing share certificates)

temporarily closes . . . . . 9:00 a.m. on Monday,  
22 February 2016

Temporary counter for trading in Consolidated Shares

in board lot of 2,000 Consolidated Shares

(in the form of existing share certificates) opens . . . . . 9:00 a.m. on Monday,  
22 February 2016

Original counter for trading in Consolidated Shares

in board lot of 20,000 Consolidated Shares

(in the form of new share certificates) re-opens . . . . . 9:00 a.m. on Monday,  
7 March 2016

Parallel trading in Consolidated Shares

(in the form of existing share certificates

and new share certificates) commences . . . . . 9:00 a.m. on Monday,  
7 March 2016

<b>EXPECTED TIMETABLE</b>
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Designated broker starts to stand in the market to  
provide matching services for odd lots of  
Consolidated Shares . . . . . 9:00 a.m. on Monday,  
7 March 2016

Temporary counter for trading in Consolidated Shares  
in board lot of 2,000 Consolidated Shares  
(in the form of existing share certificates) closes . . . . . 4:00 p.m. on Tuesday,  
29 March 2016

Parallel trading in Consolidated Shares  
(in the form of existing share certificates and  
new share certificates) ends . . . . . 4:00 p.m. on Tuesday,  
29 March 2016

Designated broker ceases to stand in the market to  
provide matching services for odd lots of  
Consolidated Shares . . . . . 4:00 p.m. on Tuesday,  
29 March 2016

Last day for free exchange of existing share certificates  
for new share certificates . . . . . Thursday, 31 March 2016

*All times stated in this circular refer to Hong Kong times. Dates stated in this circular for events in the timetable are indicative only and may be extended or varied. Any changes to the anticipated timetable for the Share Consolidation will be announced as appropriate.*

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. Zhang Weijie (*Chairman*)

Mr. Chan Wai Kit (*Deputy Chairman*)

Mr. Guo Keqin

Ms. Lam Kit Yan

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. Chui Chi Yun, Robert

Mr. Zeng Shiquan

Mr. Chui Kwong Kau

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

22/F., Hua Fu Commercial Building

111 Queen's Road West

Hong Kong

29 January 2016

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED SHARE CONSOLIDATION**

**AND**

**(2) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

**AND**

**(3) RE-ELECTION OF THE RETIRING DIRECTORS**

**AND**

**(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 8 January 2016 in relation to the Share Consolidation and the Increase in Authorised Share Capital.

The purpose of this circular is to provide you with information regarding (i) the Share Consolidation, (ii) the Increase in Authorised Share Capital and (iii) the re-election of the retiring Directors, together with a notice of the EGM.

**PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation by consolidating every ten (10) issued and unissued Shares of HK\$0.004 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.04 each.



## LETTER FROM THE BOARD

### Effect of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$40,000,000 divided into 10,000,000,000 Shares, of which 5,040,000,000 Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective, on the basis that the Company does not allot, issue or repurchase any Shares prior thereto, the authorised share capital of the Company will be HK\$40,000,000 divided into 1,000,000,000 Consolidated Shares of HK\$0.04 each, of which 504,000,000 Consolidated Shares will be in issue.

All Consolidated Shares will rank pari passu with each other in all respects and the rights attached to the Consolidated Shares will not be affected by the Share Consolidation.

### Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

- (a) the passing by the Shareholders of an ordinary resolution to approve the Share Consolidation at the EGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

### Dealings of the Consolidated Shares

The Consolidated Shares will be identical in all respects and rank pari passu in all respects with each other as to all future dividends and distributions which are declared, made or paid.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchanges other than the Stock Exchange and no such listing permission to deal in is being or is currently proposed to be sought from any other stock exchange.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may be entitled.

## LETTER FROM THE BOARD

### **Listing Application**

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares to be issued upon the Share Consolidation becoming effective.

### **Board lot size**

Currently, the Shares are traded on the Stock Exchange in the board lot size of 20,000 Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 20,000 Consolidated Shares.

Based on the closing price of HK\$0.043 per Share as quoted on the Stock Exchange (equivalent to the theoretical closing price of HK\$0.43 per Consolidated Share) as at the Latest Practicable Date, the theoretical market value of each board lot of 20,000 Consolidated Shares upon the Share Consolidation becoming effective would be HK\$8,600.

### **Exchange of share certificates**

Subject to the Share Consolidation becoming effective, which is expected to be on Monday, 22 February 2016, the Shareholders may, during a period between Monday, 22 February 2016 and Thursday, 31 March 2016 (both dates inclusive), submit existing share certificates for the Shares, which are in green colour, 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, to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares, which will be in blue colour. It is expected that new share certificates for the Consolidated Shares will be available for collection within 10 business days from the date of submission for the exchange. Thereafter, the existing share certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be from time to time be specified by the Stock Exchange) for each new share certificate for the Consolidated Shares to be issued or each existing share certificate for the Shares cancelled, whichever the number of certificates issued or cancelled is higher.

After 4:00 p.m. on Tuesday, 29 March 2016, the existing share certificates for the Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for the Consolidated Shares at any time but will not be accepted for trading, settlement and registration.

### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Kingston Securities Limited to provide matching services for the sale and purchase of odd lots of the Consolidated Shares at the relevant market price per Consolidated Share for Shareholders, on a best effort basis, during the period from 9:00 a.m. on Monday, 7 March 2016 to 4:00 p.m. on Tuesday, 29 March 2016 (both dates inclusive). Shareholders who wish to acquire

## LETTER FROM THE BOARD

odd lot of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lot of the Consolidated Shares should contact Ms. Rosita Kiu of Kingston Securities Limited at Suite 2801, 28th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong during office hours (Telephone: (852) 2298 6215).

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. If any Shareholder is in doubt about the odd lot trading arrangement, such Shareholder should consult his/her/its own professional advisers.

### **Fractional Consolidated Shares**

Fractional Consolidated Shares (if any) arising from the Share Consolidation will not be issued to the Shareholders otherwise entitled thereto but will be aggregated and sold if possible, for the benefit of the Company.

### **Reasons for the Share Consolidation**

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. In view of the recent trading price of the Shares, the Board proposes to implement the Share Consolidation.

The Share Consolidation will increase the nominal value of the Shares and reduce the total number of Shares currently in issue. Further, it is expected to bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange which will enable the Company to comply with trading requirements of the GEM Listing Rules and reduce the overall transaction and handling costs for dealing in the Consolidated Shares as a proportion of the market value of each board lot.

Accordingly, the Board is of the view that the Share Consolidation is in the interests of the Company and the Shareholders as a whole.

### **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$40,000,000 divided into 10,000,000,000 Shares of HK\$0.004 each, of which 5,040,000,000 Shares have been allotted and issued as fully paid or credited as fully paid. In order to have sufficient authorised share capital to accommodate future expansion and growth, upon the Share Consolidation becoming effective, the Board proposes to increase the authorised share capital of the Company from HK\$40,000,000 divided into 1,000,000,000 Consolidated Shares to HK\$120,000,000 divided into 3,000,000,000 Consolidated Shares by the creation of an additional 2,000,000,000 Consolidated Shares.

The Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of an ordinary resolution at the EGM.

## LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company is in the course of exploring possible fund raising activities which may or may not materialize. The Company has been pursuing, evaluating and negotiating on potential investment opportunities from time to time. As such, if there shall arise any other potential investment opportunities or any change of the Group's current circumstances and existing or revised business plans, the Board does not rule out the possibility that the Company may conduct further equity and/or financing fund raising exercises to support such future developments of the Group.

### RE-ELECTION OF THE RETIRING DIRECTORS

On 16 October 2015, Mr. Zhang Weijie ("**Mr. Zhang**") and Mr. Guo Keqin ("**Mr. Guo**") was appointed as an executive Director. On 18 January 2016, Ms. Lam Kit Yan ("**Ms. Lam**") was appointed as an executive Director and Mr. Zeng Shiquan ("**Mr. Zeng**") was appointed as an independent non-executive Directors.

In accordance with the Corporate Governance Code (Appendix 14) of the Listing Rules ("**CG Code**") and the Articles of Association of the Company, each of Mr. Zhang, Mr. Guo, Ms. Lam and Mr. Zeng will retire at the first general meeting after his/her appointment and being eligible, offer himself/herself for re-election. Resolutions for re-electing each of Mr. Zhang, Mr. Guo and Ms. Lam as an executive Director, and for re-electing Mr. Zeng as an independent non-executive Director, will also be proposed at the EGM. The biographical details of Mr. Zhang, Mr. Guo, Ms. Lam and Mr. Zeng who offers himself/herself for re-election at the EGM are set out below.

#### **Mr. Zhang Weijie**

Mr. Zhang, aged 30, is currently is an executive Director and Chairman of the Company. He completed a course in Tsinghua Business Administration and Innovation Executive Leadership Research Institute of Tsinghua University in Shenzhen. He has served as a legal representative and an executive director in the limited company which incorporated in the People's Republic of China since 2013. Mr. Zhang is primarily responsible for operations and business strategies and the principal activities of his company are financial investment, business project development, sale and development of electronic system software technology and domestic trading, etc.

Mr. Zhang accumulated extensive management experience in financial leasing and investment business and has years of experience in securities investment in the PRC and Hong Kong. He did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, Mr. Zhang 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 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

## LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Zhang holds 438,400,000 shares in the Company, which represents 8.70% of its issued share capital. Save as disclosed above, Mr. Zhang did not have any other interest in the shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

As at the Latest Practicable Date, there is a service contract between Mr. Zhang and the Company and he is not appointed for a specific term but will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company from 16 October 2015 with an annual emolument of HK\$1,200,000 and a discretionary bonus. The emoluments to Mr. Zhang will be determined and subject to review by the remuneration committee of the Company and by the Board from time to time with reference to his duties and responsibilities with the Company and the market benchmark.

Save as disclosed above, Mr. Zhang does not have, and is not deemed to have 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 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. Guo Kegin**

Mr. Guo, aged 44, is currently the executive Director of the Company. Mr. Kwok is currently the Honourary Chairman of the Second Council of Dalang Chamber of Commerce of Longhua New District, Shenzhen. He has extensive experience in financial service industry, marketing and financial management. Since April 2011, Mr. Guo has been a legal representative of a PRC company and was appointed as an executive director and employed as the general manager of such company. He is mainly responsible for the general decisive investment consultation, real estate development, import and export trading and its operating strategies.

As at the Latest Practicable Date, Mr. Guo 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 shares 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. Guo 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.

## LETTER FROM THE BOARD

As at the Latest Practicable Date, there is a service contract between Mr. Guo and the Company and he is not appointed for a specific term but will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company from 16 October 2015 with an annual emolument of HK\$1,080,000 and a discretionary bonus. The emoluments to Mr. Guo will be determined and subject to review by the remuneration committee of the Company and by the Board from time to time with reference to his duties and responsibilities with the Company and the market benchmark.

Save as disclosed above, Mr. Guo does not have, and is not deemed to have 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 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.

### **Ms. Lam Kit Yan**

Ms. Lam, aged 41, is currently the executive Director and company secretary of the Company. She is a fellow member of the Hong Kong Institute of Certified Public Accountants, a certified tax adviser and is a fellow member of The Taxation Institute of Hong Kong. She obtained a degree of bachelor of business administration from The Chinese University of Hong Kong and has worked for international audit firms and various companies with extensive experience in financial reporting, auditing, mergers and acquisitions, compliance and initial public offerings. She had been the company secretary, chief financial officer and the authorized representative of Beijing Enterprises Clean Energy Group Limited (formerly known as Jin Cai Holdings Company Limited) (stock code: 01250) the issued shares of which are listed on the main board of the Stock Exchange from June 2013 to May 2015.

As at the Latest Practicable Date, Ms. Lam does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor does she have any interest in the shares 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, Ms. Lam 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.

As at the Latest Practicable Date, there is a service contract between Ms. Lam and the Company and she is not appointed for a specific term but will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company from 18 January 2016 with an annual emolument of HK\$ 840,000 and a discretionary bonus. The emoluments to Ms. Lam will be determined and subject to review by the remuneration committee of the Company and by the Board from time to time with reference to her duties and responsibilities with the Company and the market benchmark.



## LETTER FROM THE BOARD

Save as disclosed above, Ms. Lam does not have, and is not deemed to have 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 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. Zeng Shiquan**

Mr. Zeng, aged 68, is currently the independent non-executive Director of the Company. Prior to joining the Group, Mr. Zeng was appointed as an independent non-executive Director of Beijing Enterprises Clean Energy Group Limited (formerly known as Jin Cai Holdings Company Limited) (Stock code: 01250) shares of which are listed on the Main Board of the Stock Exchange from June 2013 to May 2015. Mr. Zeng was appointed as the chairman of the board of 深圳市特發集團有限公司 (Shenzhen City Tefa Group Company Limited\*) for a term of four years in August 1998. He was also appointed as the vice chairman of the board of 長和投資有限公司 (Concord Investments Company Limited\*) from July 1995 to July 2007. Mr. Zeng graduated from the department of political economics of Wuhan University (武漢大學) in July 1970. He graduated from Sun Yat-sen University (中山大學) as a research student in political economy in December 1981. He was accredited as a senior economist by the Shenzhen City Job Title Reform Leadership Unit (深圳市職稱改革領導小組) in February 1993. Mr. Zeng has passed the Training Course for Independent Directors of Listed Companies (上市公司獨立董事培訓班) jointly held by the Securities Association of China (中國證券業協會) and the School of Management, Fudan University (復旦大學管理院) in July 2003. Mr. Zeng had been an independent director of 深圳市特爾佳科技股份有限公司 (Shenzhen Terca Technology Co., Ltd.\*) (Stock code: 002213), whose shares are listed on the Shenzhen Stock Exchange, until March 2014, an independent director of 深圳市証通電子股份有限公司 (SZT Electronics Co., Ltd.\*) (Stock code: 002197), whose shares are listed on the Shenzhen Stock Exchange, until March 2013, an independent director of 深圳鍵橋通訊技術股份有限公司 (Shenzhen Keybridge Communications Co., Ltd.\*) (Stock code: 002316) whose shares are listed on the Shenzhen Stock Exchange, until October 2014. Mr. Zeng has been appointed as an independent non-executive director of Jia Yao Holdings Limited, shares of which are listed on the Main Board of the Stock Exchange (Stock code: 01626) on 27 June 2014, with effect from 5 June 2014.

As at the Latest Practicable Date, Mr. Zeng 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 shares 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. Zeng 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.

## LETTER FROM THE BOARD

Mr. Zeng and the Company have entered into a service contract for a term of three years commencing from 18 January 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.

Save as disclosed above, Mr. Zeng does not have, and is not deemed to have 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 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.

### EGM

A notice convening the EGM to be held at 11:00 a.m. on Friday, 19 February 2016 at 9/F., Gloucester Tower, The Landmark, Central, Hong Kong is set out on pages 15 to 17 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 requested to complete the enclosed proxy form 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 but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM, or any adjournment thereof if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions in relation to the Share Consolidation, the Increase in Authorised Share Capital, and the re-election of the retiring Directors to be proposed at the EGM.

The vote of the Shareholders in respect of the Share Consolidation, the Increase in Authorised Share Capital, and the re-election of the retiring Directors at the EGM will be taken by way of poll.

### COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or the controlling Shareholder or their respective close associates had any business or interest which competes or may compete with the business of the Group or had or may have any other conflict of interests with the Group.



## LETTER FROM THE BOARD

### 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 the Share Consolidation, the Increase in Authorised Share Capital and the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole and accordingly, recommend the Shareholders to vote in favour of the proposed resolutions as set out in the notice of EGM.

By Order of the Board of  
**Aurum Pacific (China) Group Limited**  
**Zhang Weijie**  
*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 an extraordinary general meeting (the “**Meeting**”) of Aurum Pacific (China) Group Limited (the “**Company**”) will be held at 11:00 a.m. on Friday, 19 February 2016 at 9/F., Gloucester Tower, The Landmark, Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

### ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue and to be issued, every ten (10) issued and unissued Shares of HK\$0.004 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.04 each (the “**Consolidated Share(s)**”), with effect on the business day next following the date on which this resolution is passed (the “**Share Consolidation**”) and such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company, and any one Director of the Company be and is hereby authorised to do all such acts and things and execute all such documents which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Share Consolidation.”
2. “**THAT** subject to and conditional upon the Share Consolidation becoming effective, the authorised share capital of the Company be increased from HK\$40,000,000 divided into 1,000,000,000 Consolidated Shares to HK\$120,000,000 divided into 3,000,000,000 Consolidated Shares by the creation of an additional 2,000,000,000 Consolidated Shares (the “**Increase in Authorised Share Capital**”), and any one Director of the Company be and is hereby authorised to do all such acts and things and execute all such documents which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”
3. “**THAT** Mr. Zhang Weijie be and is hereby re-elected an executive Director of the Company and the Board be and is hereby authorised to fix his remuneration.”

## NOTICE OF EXTRAORDINARY GENERAL MEETING

4. “**THAT** Mr. Guo Keqin be and is hereby re-elected an executive Director of the Company and the Board be and is hereby authorised to fix his remuneration.”
5. “**THAT** Ms. Lam Kit Yan be and is hereby re-elected an executive Director of the Company and the Board be and is hereby authorised to fix her remuneration.”
6. “**THAT** Mr. Zeng Shiquan be and is hereby re-elected an independent non-executive Director of the Company and the Board be and is hereby authorised to fix his remuneration.”

By Order of the Board of  
**Aurum Pacific (China) Group Limited**  
**Zhang Weijie**  
*Chairman*

Hong Kong, 29 January 2016

*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:*

22/F., Hua Fu Commercial Building

111 Queen's Road West

Hong Kong

*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) 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.

## NOTICE OF EXTRAORDINARY GENERAL MEETING

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 comprises five executive Directors, Mr. Zhang Weijie, Mr. Chan Wai Kit, Mr. Guo Keqin, Ms. Lam Kit Yan and Ms. Wong Chi Yan and three independent non-executive Directors, Mr. Chui Chi Yun, Robert, Mr. Zeng Shiquan and Mr. Chui Kwong Kau.*