

# 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)

### FIRST QUARTERLY RESULTS ANNOUNCEMENT FOR THE THREE MONTHS ENDED 31 MARCH 2012

#### CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. 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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*This announcement, for which the directors (the “Directors”) of Aurum Pacific (China) Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (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 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 announcement misleading.*

**SUMMARY**

For the three months ended 31 March 2012:

- the turnover from continuing operations was approximately HK\$97,000;
- the loss attributable to owners of the Company was approximately HK\$784,000; and
- the Directors do not recommend the payment of any interim dividend.

## FIRST QUARTERLY UNAUDITED RESULTS

The board of directors of the Company (the “Board”) hereby presents the unaudited consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months ended 31 March 2012, together with the comparative figures for the corresponding period in 2011 as follows:

### Condensed Consolidated Statement of Comprehensive Income

		<b>Three months ended 31 March</b>	
		<b>2012</b>	<b>2011</b>
	<i>Notes</i>	<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>Continuing operations</b>			
Turnover	2	97	186
Cost of sales		(70)	(101)
Gross profit		27	85
Other revenue		1	1
Administrative expenses		(693)	(544)
Loss from operations		(665)	(458)
Finance costs	3	(119)	(252)
Loss before income tax expense from continuing operations	4	(784)	(710)
Income tax expense	5	—	—
Loss for the period from continuing operations and attributable to owners of the Company		(784)	(710)
<b>Discontinued operation</b>			
Profit for the period from discontinued operation	6	—	364
<b>Loss and other comprehensive income for the period</b>		<b>(784)</b>	<b>(346)</b>

# Condensed Consolidated Statement of Comprehensive Income (Continued)

		<b>Three months ended 31 March</b>	
		<b>2012</b>	<b>2011</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
	<i>Note</i>	<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>Loss attributable to:</b>			
— Owners of the Company		<b>(784)</b>	<b>(346)</b>
— Non-controlling interests		<u>—</u>	<u>—</u>
		<b><u>(784)</u></b>	<b><u>(346)</u></b>
<b>Total comprehensive income attributable to:</b>			
— Owners of the Company		<b>(784)</b>	<b>(346)</b>
— Non-controlling interests		<u>—</u>	<u>—</u>
		<b><u>(784)</u></b>	<b><u>(346)</u></b>
<b>Loss per share from continuing and discontinued operations — basic and diluted</b>	<b>8</b>	<b><u>HK(0.39) cents</u></b>	<b><u>HK(0.17) cents</u></b>
<b>Loss per share from continuing operations — basic and diluted</b>	<b>8</b>	<b><u>HK(0.39) cents</u></b>	<b><u>HK(0.36) cents</u></b>
<b>Earnings per share from discontinued operation — basic and diluted</b>	<b>8</b>	<b><u>HKnil cents</u></b>	<b><u>HK0.19 cents</u></b>

## Condensed Consolidated Statement of Changes in Equity

	Share capital <i>HK\$'000</i> (Unaudited)	Share premium <i>HK\$'000</i> (Unaudited)	Capital reserve <i>HK\$'000</i> (Unaudited)	Capital surplus <i>HK\$'000</i> (Unaudited)	Accumulated losses <i>HK\$'000</i> (Unaudited)	Total <i>HK\$'000</i> (Unaudited)
Balance at 1 January 2011 (Audited)	2,000	30,224	1,569	15,090	(50,334)	(1,451)
Loss for the period	—	—	—	—	(346)	(346)
Other comprehensive income	—	—	—	—	—	—
Total comprehensive income for the period	—	—	—	—	(346)	(346)
Balance at 31 March 2011 (Unaudited)	<u>2,000</u>	<u>30,224</u>	<u>1,569</u>	<u>15,090</u>	<u>(50,680)</u>	<u>(1,797)</u>
Balance at 1 January 2012 (Audited)	<b>2,000</b>	<b>30,224</b>	<b>1,569</b>	<b>15,090</b>	<b>(53,436)</b>	<b>(4,553)</b>
Loss for the period	—	—	—	—	<b>(784)</b>	<b>(784)</b>
Other comprehensive income	—	—	—	—	—	—
Total comprehensive income for the period	—	—	—	—	<b>(784)</b>	<b>(784)</b>
Balance at 31 March 2012 (Unaudited)	<u><b>2,000</b></u>	<u><b>30,224</b></u>	<u><b>1,569</b></u>	<u><b>15,090</b></u>	<u><b>(54,220)</b></u>	<u><b>(5,337)</b></u>

Notes:

## 1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The Group's unaudited condensed first quarterly consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules and Hong Kong Accounting Standard 34 (HKAS 34) Interim Financial Reporting.

The unaudited condensed consolidated financial statements have been prepared under the historical cost basis. The principal accounting policies used in the preparation of these unaudited condensed consolidated financial statements are consistent with those used in the annual consolidated financial statements for the year ended 31 December 2011 except in relation to the new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") that are adopted for the first time for the current period's financial statements. The adoption of these new and revised HKFRSs has had no material impact on the unaudited condensed consolidated financial statements.

The Group has not early adopted any new HKFRSs that have been issued but are not yet effective.

## 2. TURNOVER

Turnover represents revenue from provision of custom-made solutions and technical support services (continuing operations) and sale of goods after allowances for goods returned (discontinued operation). The amount of each significant category of revenue recognised in turnover during the periods is as follows:

	<b>Three months ended 31 March</b>	
	<b>2012</b>	<b>2011</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>Continuing Operations</b>		
Provision of custom-made solutions	97	120
Service income	—	66
	<u>97</u>	<u>186</u>
<b>Discontinued Operation</b>		
Trading of computer equipment and accessories	—	5,118
	<u>—</u>	<u>5,118</u>

## 3. FINANCE COSTS

	<b>Three months ended 31 March</b>	
	<b>2012</b>	<b>2011</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>Continuing Operations</b>		
Interest expense on financial liabilities not at fair value through profit or loss		
— Interest on other loan wholly repayable within five years	102	236
— Imputed interest on interest-free loans from a shareholder	17	16
	<u>119</u>	<u>252</u>

#### 4. LOSS BEFORE INCOME TAX EXPENSE

Loss before income tax expense is arrived at after charging:

	<b>Three months ended 31 March</b>	
	<b>2012</b>	<b>2011</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>Continuing Operations</b>		
Staff costs (including directors' emoluments)		
— Salaries, wages and allowances	<b>189</b>	274
— Contributions to pension schemes	<b>3</b>	3
	<b>192</b>	277
Auditor's remuneration	<b>105</b>	68
Depreciation of property, plant and equipment	<b>27</b>	27
<b>Discontinued Operation</b>		
Auditor's remuneration	<b>—</b>	38

#### 5. INCOME TAX EXPENSE

No provision for Hong Kong profits tax has been made as the group companies comprising continuing operations did not have any estimated assessable profit subject to Hong Kong profits tax during the periods ended 31 March 2012 and 2011.

#### 6. PROFIT FOR THE PERIOD FROM DISCONTINUED OPERATION

On 31 March 2011, the Company entered into a sale agreement with an independent third party to dispose of its entire equity interest in Max Honour International Limited, a wholly owned subsidiary (the "Disposal Company"). The Disposal Company engages in trading of computer equipment and accessories. The disposal was completed on 24 June 2011, the date on which the control of the Disposal Company passed to acquirer. The profit for the period from discontinued operation was as follows:

	<b>Three months ended 31 March</b>	
	<b>2012</b>	<b>2011</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Turnover	—	5,118
Cost of sales	—	(4,300)
Selling and distribution expenses	—	(205)
Administrative expenses	—	(177)
Profit before income tax expense	—	436
Income tax expense	—	(72)
Profit for the period from discontinued operation	—	364

## **7. DIVIDENDS**

The Board does not recommend the payment of any interim dividend for the three months ended 31 March 2012 (2011: HK\$Nil).

## **8. (LOSS)/EARNINGS PER SHARE**

### **(a) Basic (loss)/earnings per share**

#### *(i) From continuing and discontinued operations*

The calculation is based on the loss attributable to owners of the Company of HK\$784,000 (2011: HK\$346,000) and the number of ordinary shares of 200,000,000 (2011: 200,000,000) in issue during the period.

#### *(ii) From continuing operations*

The calculation is based on the loss for the period from continuing operations and attributable to owners of the Company of HK\$784,000 (2011: HK\$710,000) and the number of ordinary shares of 200,000,000 (2011: 200,000,000) in issue during the period.

#### *(iii) From discontinued operation*

The calculation is based on profit for the period from discontinued operation of HK\$nil (2011: HK\$364,000) and the number of ordinary shares of 200,000,000 (2011: 200,000,000) in issue during the period.

### **(b) Diluted (loss)/earnings per share**

There were no potential ordinary shares in issue for the periods ended 31 March 2012 and 2011. Accordingly, the diluted (loss)/earnings per share are presented as the same as basic (loss)/earnings per share for both periods.



## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **OVERALL REVIEW**

For the three months ended 31 March 2012, the Group recorded a total turnover from continuing operations of approximately HK\$97,000, representing a decrease of 47.8% as compared with approximately HK\$186,000 for the same period in 2011. Loss attributable to owners of the Company amounted to approximately HK\$784,000, as compared with loss of approximately HK\$346,000 for the same period in 2011.

### **DIVIDEND**

The Directors do not recommend the payment of any interim dividend for the three months ended 31 March 2012.

### **BUSINESS REVIEW**

For the three months ended 31 March 2012, the Group was principally engaged in provision of custom-made solutions and technical support services. On 31 March 2011, the Company entered into a sale and purchase agreement with an independent third party to dispose of its entire equity interest in a subsidiary which engages in trading of computer equipment and accessories (the “Disposal”). The Disposal was completed on 24 June 2011. The trading business segment was then classified as discontinued operation for the period under review.

### **PROSPECT**

The Board has submitted a resumption proposal on 16 December 2011 to the Stock Exchange, involving a proposed acquisition of an IT business engaging a patented server based font technology for its real time on-line communications software platforms. Going forward, the Board will explore new investment opportunities to diversify its portfolio and to provide sufficient cash flow to the Group.

Meanwhile, the Group will continue the cost control initiatives in order to enhance the efficiency and effectiveness of the Group’s capital as a whole.

### **Financial Resource and Liquidity**

At 31 March 2012, the Group had cash and bank balances of approximately HK\$4,164,000 (31 December 2011: HK\$4,860,000), and loans from the controlling shareholder with a carrying amount of HK\$1,163,000 (31 December 2011: HK\$1,146,000), which are unsecured, interest free and not repayable before 31 August 2013. Subsequent to the period ended 31 March 2012, the amounts due to the controlling shareholder are irrevocably and unconditionally waived. In addition, the Group had a loan with a carrying amount of HK\$6,265,000 (31 December 2011: HK\$6,163,000) and principal amount of HK\$5,000,000 (31 December 2011: HK\$5,000,000) as at 31 March 2012. The loan is unsecured, bearing interest rate at 3% over the Hong Kong prime rate per annum plus an arrangement fee. The average effective interest rate for the period is approximately 6.8% and not repayable before May 2013. All the cash and bank balances and the borrowings are denominated in Hong Kong dollars.

## **Gearing Ratio**

As at 31 March 2012, total assets of the Group were approximately HK\$4,677,000 (31 December 2011: HK\$5,517,000) whereas total liabilities was approximately HK\$10,014,000 (31 December 2011: HK\$10,070,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was 214.1% (31 December 2011: 182.5%) and the current ratio, calculated as current assets over current liabilities, was 1.8 (31 December 2011: 0.6). The Directors will continue to take measures to improve the liquidity and gearing position of the Group.

## **Foreign Exchange Exposure**

The Directors consider that the Group had no material foreign exchange exposure.

## **Pledge of Assets and Contingent Liabilities**

As at 31 March 2012, the Group did not have any substantial pledge of assets and contingent liabilities.

## **Event after End of Reporting Period**

On 30 March 2012, the Company was informed that a sale and purchase agreement (the “SPA”) was entered into between the controlling shareholder, Hong Sheng Group Limited (“Hong Sheng”), and the new investor, Prime Precision Holdings Limited (“Prime Precision”) in relation to the disposal of the entire shareholding interest of Hong Sheng in the Company to Prime Precision. The completion of this transaction took place on 11 April 2012. Also, pursuant to the SPA, Prime Precision delivered a facilities letter in relation to making available loan facilities of up to HK\$20 million to the Company for the purpose of general working capital of the Group. On 11 April 2012, a deed of waiver was entered into between Pearlica Technologies Limited, a wholly owned subsidiary of the Company, and a related party, Hong Chang Group Limited, in relation to the debt of approximately HK\$1.12 million owed by the subsidiary to the related party. In addition, a deed of waiver was entered into between Hong Sheng and the Company in relation to the debt of approximately HK\$1.71 million owed by the Company to the Hong Sheng. Details were set out in the announcements of the Company dated 30 December 2011, 30 January 2012, 1 March 2012, 30 March 2012 and 17 April 2012.

## **Material Acquisition, Disposal and Significant Investment**

The Group did not have any other material acquisition, disposal and significant investment during the periods ended 31 March 2012 and 2011.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2012, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

### (i) Long positions in the shares of the Company

Name of Directors	Capacity	Number of issued ordinary shares held	Approximate percentage of shareholding
Mr. Cheung Yu Ping	Corporate interest (Note 1, 2)	142,651,965	71.33%

### (ii) Long positions in the shares of associated corporation

Name of Directors	Name of associated corporation	Capacity	Number of issued ordinary shares held	Approximate percentage of shareholding
Mr. Cheung Yu Ping	Hong Sheng	Corporate interest (Note 1, 2)	510	51%

#### Notes:

1. The interest in the shares of Mr. Cheung Yu Ping was held through Hong Sheng, the entire issued share capital of which is beneficially and ultimately owned as to 51% by Mr. Cheung Yu Ping and as to 49% by Ms. Cai Dongmei. By virtue of the SFO, Mr. Cheung Yu Ping was deemed to be interested in the shares held by Hong Sheng.
2. On 30 March 2012, a sales and purchases agreement was entered into between Hong Sheng and Prime Precision, in which Hong Sheng agreed to sell and Prime Precision agreed to purchase 142,651,965 shares of the Company. The completion of this transaction took place on 11 April 2012.

## SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS WHO ARE REQUIRED TO DISCLOSE THEIR INTERESTS

### Substantial Shareholders

To the best knowledge of Directors, as at 31 March 2012, the following persons, other than the Directors or chief executive of the Company, had an interest or short position in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were expected to be directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

Name of substantial shareholders	Capacity	Number of shares (Note 1)	Approximate percentage of shareholding
Prime Precision	Beneficial owner (Note 2, 3)	142,651,965(L)	71.33%
Mr. Lau Man Tak	Corporate interest (Note 3)	142,651,965(L)	71.33%
Hong Sheng	Beneficial owner (Note 2, 4)	142,651,965(L)	71.33%
Ms. Cai Dongmei	Corporate interest (Note 2, 4)	142,651,965(L)	71.33%
Simplex Technology Investment (Hong Kong) Co. Limited ("Simplex")	Beneficial owner (Note 5)	16,896,363(L)	8.45%
Shanghai Jiaoda Industrial Investment Management (Group) Limited ("Jiaoda Industrial Group")	Corporate interest (Note 5)	16,896,363(L)	8.45%
Shanghai Jiao Tong University	Corporate interest (Note 5)	16,896,363(L)	8.45%
Kingston Finance Limited ("Kingston")	Person having a security interest (Note 6, 7 & 8)	142,651,965(L)	71.33%
Ample Cheer Limited ("Ample Cheer")	Corporate interest (Note 8)	142,651,965(L)	71.33%
Best Forth Limited ("Best Forth")	Corporate interest (Note 8)	142,651,965(L)	71.33%
Mrs. Chu Yuet Wah	Corporate interest (Note 8)	142,651,965(L)	71.33%

*Notes:*

1. The letter “L” denotes the entity’s interests in the shares.
2. On 30 March 2012, a sales and purchases agreement was entered into between Hong Sheng and Prime Precision, in which Hong Sheng agreed to sell and Prime Precision agreed to purchase 142,651,965 shares of the Company. The completion of this transaction took place on 11 April 2012.
3. The interest in the shares of Mr. Lau Man Tak is held through Prime Precision, the entire issued share capital of which is beneficially and ultimately owned by Mr. Lau Man Tak. By virtue of the SFO, Mr. Lau Man Tak is deemed to be interested in the shares held by Prime Precision.
4. The interest in the shares of Ms. Cai Dongmei was held through Hong Sheng, the entire issued share capital of which is beneficially and ultimately owned as to 51% by Mr. Cheung Yu Ping and as to 49% by Ms. Cai Dongmei. By virtue of the SFO, Ms. Cai Dongmei is deemed to be interested in shares held by Hong Sheng.
5. The interest in the shares is held through Simplex, the entire issued share capital of which is beneficially owned by Jiaoda Industrial Group. The registered capital of Jiaoda Industrial Group is owned as to 96.735% by Shanghai Jiao Tong University and 3.265% by Shanghai Jiaoda Enterprise Management Centre (上海交大企業管理中心), an entity wholly owned by Shanghai Jiao Tong University.
6. The entire shares held by Hong Sheng were charged with Kingston. The shares were subsequently released on 11 April 2012.
7. Kingston has a security interest in the entire shares held by Hong Sheng as mentioned in Note 6 above.
8. The interest in the shares was held through Kingston, the entire issued share capital of which is owned by Ample Cheer. The registered capital of Ample Cheer is owned as to 80% by Best Forth, an entity which is beneficially and wholly owned by Mrs. Chu Yuet Wah. Accordingly, Mrs. Chu Yuet Wah is deemed to be interested in the shares in which Kingston was deemed to be interested as mentioned in Note 6 above.

Save as disclosed above, the Company has not been notified of other interests or short positions of any other person (other than the Directors and chief executives and the substantial shareholders of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO as at 31 March 2012.

## **SHARE OPTION SCHEME**

The Company operates a share option scheme (the “Scheme”) which was adopted on 25 November 2003 whereby the Directors of the Company may at their discretion invite any employees, directors, suppliers, customers, advisers, consultants, joint venture partners, and any shareholders of any members of the Group or any invested entities or any holders of any securities issued by any member of the Group or any invested entities, to take up options to subscribe for shares. The Scheme became effective upon the listing of the Company’s shares on the GEM of the Stock Exchange on 9 January 2004.

Pursuant to the Scheme, the Company had granted options at the exercise price of HK\$0.45 per share and HK\$0.14 per share on 17 January 2005 and 10 October 2005 respectively, all the options granted had been lapsed in the past years. As at 31 March 2012, the Company had no outstanding options.

## **COMPETING INTERESTS**

None of the Directors and management and shareholders of the Company (within the meaning of the GEM Listing Rules) has an interest in any business which competes or may compete with the business in which the Group is engaged.

## **CODE ON CORPORATE GOVERNANCE PRACTICES**

The Company has applied the principles and complied with the code provisions, and where applicable, the recommended best practices of the Code on Corporate Governance Practices (the “Code”) as set out in Appendix 15 of the GEM Listing Rules throughout the period ended 31 March 2012 except for the deviations from code provisions A.2.1, A.4.1 and E.1.2 which are explained below.

### **Code provision A.2.1**

Mr. Cheung Yu Ping is the Chairman and the Chief Executive Officer of the Company. Pursuant to A.2.1 of the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Board considers that vesting the roles of both chairman and chief executive officer in the same person will not impair the balance of power and authority between the Board and the management of the Company. The Board also believes that the current structure provides the Company with strong and consistent leadership and allows for effective and efficient planning and implementation of business decisions and strategies. It is in the best interest of the Group to maintain the current practice for continuous efficient operations and development of the Group.

### **Code provision A.4.1**

Under code provision A.4.1, non-executive directors should be appointed for a specific term, subject to re-election. The existing independent non-executive directors were not appointed for a specific term as required under code provision A.4.1 but are subject to retirement by rotation and re-election at annual general meeting in accordance with the Company’s Article of association. As such, the Company considers that sufficient measures have been taken to ensure that the Company has good corporate governance practices.

### **Code provision E.1.2**

Pursuant to E.1.2 of the Code, the Chairman should attend the annual general meeting. However, in the annual general meeting held on 5 May 2011, Chairman was unable to attend the meeting as he had to attend to an urgent matter. He appointed the executive Director, Mr. Lee Ah Sang, to chair the meeting on his behalf.

## **AUDIT COMMITTEE**

The Company has established audit committee with written terms of reference. The primary duties of the audit committee are to review, in draft form, the Company's annual report and accounts, half-year report, quarterly report and to provide advice and comments thereon to the Board. The audit committee is also responsible for reviewing and supervising the financial reporting process and internal control of the Group. The audit committee comprises three independent non-executive Directors, namely Mr. Chi Chi Hung, Kenneth, Mr. Chan Wai Fat and Mr. Chui Kwong Kau. Mr. Chi Chi Hung, Kenneth is the chairman of the audit committee.

The audit committee has reviewed the accounting principles and practices adopted by the Company and discussed with the Board the internal controls and financial reporting matters, including a review of the unaudited first quarterly report for the period ended 31 March 2012.

## **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS**

During the three months ended 31 March 2012, the Company had adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company also had made specific enquiry of all Directors and the Company was not aware of any noncompliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the three months ended 31 March 2012.

## **SUFFICIENCY OF PUBLIC FLOAT**

As at the date of this announcement, the Company has complied with the public float requirement under Rule 11.23 of the GEM Listing Rules.

On behalf of the Board  
**Aurum Pacific (China) Group Limited**  
**Cheung Yu Ping**  
*Chairman*

Hong Kong, 3 May 2012

*As at the date of this announcement, Board comprises two executive Directors, who are Mr. Cheung Yu Ping and Mr. Lee Ah Sang, and three independent non-executive Directors, who are Mr. Chi Chi Hung, Kenneth, Mr. Chan Wai Fat and Mr. Chui Kwong Kau.*

*This 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).*