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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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)**

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board of Aurum Pacific (China) Group Limited is set out on pages 3 to 6 of this circular. A notice convening the Annual General Meeting of Aurum Pacific (China) Group Limited to be held at Macau Jockey Club, 1/F., Function Room, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Wednesday, 29 April 2009 at 11:00 a.m. is set out on pages 16 to 19 of this circular.

Whether or not you are able to attend the said meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the said meeting or any adjourned meeting thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the said meeting or any adjourned meeting should you so desire.

As at the date of this circular, the Board comprises three executive directors, who are Mr. Cheung Yu Ping, Mr. Chan Chi Chiu Henry and Mr. Lee Ah Sang, and three independent non-executive directors, who are Mr. Jin Guangjun, Mr. Law Kin Ho and Mr. Chan Wai Fat.

*This circular 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).*

25 March 2009

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

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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 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

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

“AGM”	the annual general meeting of the Company to be held at Macau Jockey Club, 1/F., Function Room, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Wednesday, 29 April 2009 at 11:00 a.m., notice of which is set out in this circular;
“Annual Report”	the annual report of the Company for the year ended 31 December 2008;
“Articles of Association”	the articles of association of the Company, and “ <b>article</b> ” shall mean an article of the Articles of Association;
“associates”	has the meaning ascribed thereto in the GEM Listing Rules;
“Company”	Aurum Pacific (China) Group Limited, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on GEM;
“connected person”	has the meaning ascribed thereto in the GEM Listing Rules;
“Directors”	the directors of the Company;
“GEM”	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;
“Latest Practicable Date”	20 March 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Member(s)” or “Shareholder(s)”	holder(s) of Shares;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in the notice of the AGM;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong);

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## DEFINITIONS

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“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with new Shares in the manner as set out in the notice of the AGM;
“Shares”	ordinary shares of HK\$0.01 each in the issued share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	Per cent.

**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. Cheung Yu Ping  
Mr. Chan Chi Chiu Henry  
Mr. Lee Ah Sang

*Independent Non-Executive Directors:*

Mr. Jin Guangjun  
Mr. Law Kin Ho  
Mr. Chan Wai Fat

*Registered Office:*

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

*Head Office and Principal Office  
in Hong Kong:*

Room 3707, 37/F, West Tower,  
Shun Tak Centre,  
168–200 Connaught Road Central,  
Hong Kong

25 March 2009

*To the Members*

Dear Sirs or Madam,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give you information regarding some of the resolutions to be proposed at the AGM for the grant of the Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate and the re-election of Directors, and to give you the notice of AGM.

**2. GENERAL MANDATE TO REPURCHASE SHARES**

An ordinary resolution will be proposed at the AGM which, if passed, will give the Directors the Repurchase Mandate at any time until the next annual general meeting of the Company following the passing of the resolution or such earlier date as stated in the resolution up to maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the resolution. Assuming no further Shares

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## LETTER FROM THE BOARD

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are issued and repurchased prior to the AGM and based on the issued share capital of the Company of 200,000,000 Shares as at the Latest Practicable Date, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 20,000,000 Shares.

An explanatory statement as required under the GEM Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in Appendix I to this circular.

### **3. GENERAL MANDATE TO ISSUE SHARES**

An ordinary resolution will be proposed at the AGM which, if passed, will give the Directors the Share Issue Mandate at any time until the next annual general meeting of the Company following the passing of the resolution or such earlier date as stated in the resolution representing up to 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the resolution. Assuming no further Shares are issued and repurchased prior to the AGM and based on the issued share capital of the Company of 200,000,000 Shares as at the Latest Practicable Date, the Company would be allowed under the Share Issue Mandate to allot and issue a maximum of 40,000,000 Shares.

In addition, if the Repurchase Mandate is granted, an ordinary resolution will be proposed at the AGM providing that any Shares repurchased under the Repurchase Mandate (up to maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the granting of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

### **4. RE-ELECTION OF DIRECTORS**

According to Article 112, any Director appointed to fill a casual vacancy or as an addition to the existing board of Directors shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

In accordance with Article 112, Mr. Cheung Yu Ping, Mr. Chan Chi Chiu Henry, Mr. Lee Ah Sang, Mr. Jin Guangjun, Mr. Law Kin Ho and Mr. Chan Wai Fat shall retire from their offices as Directors. Being eligible, each of Mr. Cheung Yu Ping, Mr. Chan Chi Chiu Henry, Mr. Lee Ah Sang will offer himself for re-election as executive Director, and each of Mr. Jin Guangjun, Mr. Law Kin Ho and Mr. Chan Wai Fat will offer himself for re-election as independent non-executive Director.

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Cheung Yu Ping, Mr. Chan Chi Chiu Henry, Mr. Lee Ah Sang as executive Director and each of Mr. Jin Guangjun, Mr. Law Kin Ho and Mr. Chan Wai Fat as independent non-executive Director.

Biographical details in respect of Mr. Cheung Yu Ping, Mr. Chan Chi Chiu Henry, Mr. Lee Ah Sang, Mr. Jin Guangjun, Mr. Law Kin Ho and Mr. Chan Wai Fat, required to be disclosed under the GEM Listing Rules, are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 5. ANNUAL GENERAL MEETING

The notice of AGM, which contains, inter alia, ordinary resolutions to approve the Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate and the re-election of Directors is set out in this circular.

A form of proxy is enclosed with the Annual Report for use at the AGM. Whether or not you are able to attend the meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM should you so desire.

### 6. VOTING BY POLL

All the resolutions set out in the Notice of the AGM would be decided by poll in accordance with the Rule 17.47(4) of the GEM Listing Rules. The Chairman would explain the detailed procedures for conducting a poll at the commencement of the AGM.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his votes or cast all his votes in the same way.

After the conclusion of the AGM, the poll results will be published on HKExnews, the website of Hong Kong Exchanges and Clearing Limited, at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.aurumpacific.com.hk](http://www.aurumpacific.com.hk). The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded or required.

### 7. 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: (i) the information contained in this circular is accurate and complete in all material aspects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



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## LETTER FROM THE BOARD

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### 8. RECOMMENDATION

The Directors consider that the Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate and the re-election of Directors are in the best interests of the Company and the Members as a whole. Accordingly, the Directors recommend the Members to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,  
By order of the Board of  
**Aurum Pacific (China) Group Limited**  
**Cheung Yu Ping**  
*Chairman*

This explanatory statement contains the information required under Rule 13.08 of the GEM Listing Rules. Its purpose is to provide Members with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued and fully-paid share capital of the Company was 200,000,000 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 20,000,000 Shares (representing 10% of the Shares in issue as at the Latest Practicable Date) during the period from the date on which such resolution is passed until the date of (i) conclusion of the next annual general meeting; (ii) expiration of period within which the next annual general meeting is required by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the revocation, variation or renewal of the Repurchase Mandate by an ordinary resolution of the Members in general meeting, whichever occurs first.

### **2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

### **3. FUNDING OF REPURCHASES**

In repurchasing securities, the Company may only apply funds legally available for such purposes in accordance with its Memorandum and Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands. Under the laws of the Cayman Islands, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by the Articles of Association and subject to the provisions of the laws of the Cayman Islands, out of capital.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements contained in the Annual Report) in the event that the Repurchase Mandate, if so approved, was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, having a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**4. PRICES OF SHARES**

No traded price is presented as trading in the Shares on the Stock Exchange was suspended throughout the previous twelve months preceding the Latest Practicable Date.

**5. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Company's memorandum of association, the Articles of Association and the laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Members.

No connected persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is granted by the Members.

## 6. TAKEOVERS CODE

If a Member's proportionate interest in the voting capital of the Company increases as a result of repurchase(s) of Shares by the Company, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could, depending on the level of increase of his or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 5% of the Shares then in issue:

Name	Number of Shares (Note 1)	Approximate Percentage holding
Hong Sheng Group Limited (Note 2)	142,651,965 (L)	71.33%
Cheung Yu Ping (Note 2)	142,651,965 (L)	71.33%
Cai Dongmei (Note 2)	142,651,965 (L)	71.33%
Simplex Technology Investment (Hong Kong) Co. Limited ("Simplex") (Note 3)	16,896,363 (L)	8.45%
Shanghai Jiaoda Industrial Investment Management (Group) Limited ("Jiaoda Industrial Group") (Note 3)	16,896,363 (L)	8.45%
Shanghai Jiao Tong University (Note 3)	16,896,363 (L)	8.45%

Notes:

1. The letter "L" denotes the entity's interests in the Shares.
2. The interest in the Shares of Cai Dongmei was held through Hong Sheng Group Limited, the entire issued share capital of which was beneficially and ultimately owned as to 51% by Cheung Yu Ping and as to 49% by Cai Dongmei.
3. The interest in the Shares are held through Simplex, the entire issued share capital of which was beneficially owned by Jiaoda Industrial Group. The registered capital of Jiaoda Industrial Group was 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.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to:

<b>Name</b>	<b>Approximate Percentage holding</b>
Hong Sheng Group Limited	79.25%
Cheung Yu Ping	79.25%
Cai Dongmei	79.25%
Simplex Technology Investment (Hong Kong) Co. Limited ("Simplex")	9.39%
Shanghai Jiaoda Industrial Investment Management (Group) Limited ("Jiaoda Industrial Group")	9.39%
Shanghai Jiao Tong University	9.39%

On the basis of the current shareholding of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in any of them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Accordingly, save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as consequences of any purchase made under the Repurchase Mandate. In addition, the Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

## **7. SHARE REPURCHASES MADE BY THE COMPANY**

The Company has not purchased any of its Shares during the six months preceding the date of this circular.

The details of the Directors who will retire from office and being eligible, will offer themselves for re-election at the AGM as referred to in Resolution No. 2 of the notice of the AGM, are as follows:

**Mr. Cheung Yu Ping (Executive Director, Chairman and Chief Executive Officer)**

Mr. Cheung Yu Ping, aged 51, has been appointed as an executive Director, the chairman and the chief executive officer of the Company with effect from 14 July 2008. He has extensive experience in consultancy business of energy, information technology related projects and property investment in the PRC. He graduated at Harbin Institute of Technology, the PRC with a degree in construction engineering. Mr. Cheung has been operating his consultant business with offices both in Shenzhen and Hong Kong. Prior to starting his own business, he was a public servant and vated as a senior engineer in the PRC from 1982 to 2000, where extensive connections and experience in the industry were developed. Currently, he is also an adjunct professor in the Shenzhen Graduate School of Harbin Institute of Technology. Mr. Cheung does not hold any directorship or major appointments in other public listed company in the past three years.

Mr. Cheung has not been appointed for a specific term. His appointment is subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

There is no service contract entered into between the Company and Mr. Cheung. He has received emoluments of approximately HK\$420,000 for the year ended 31 December 2008, which was determined based on the basis of prevailing market conditions and his roles and responsibilities.

As at the Latest Practicable Date, the controlling shareholder of the Company, Hong Sheng Group Limited holds 142,651,965 shares of the Company, Mr. Cheung beneficially owns 51% of the entire issued share capital of Hong Sheng Group Limited. He is therefore deemed to be interested in 142,651,965 shares of the Company. Mr. Cheung is a director of Hong Sheng Group Limited.

Mr. Cheung does not have any relationship with any directors, senior management, management shareholder, substantial or controlling shareholder of the Company.

There is no information relating to Mr. Cheung that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Chan Chi Chiu Henry (Executive Director and Vice Chairman)**

Mr. Chan Chi Chiu Henry, aged 37, has been appointed as an executive Director and authorised representative of the Company with effect from 14 July 2008. He is currently the vice chairman of the Company. He has been involved in the finance industry and information technology industry for more than 13 years. He graduated with Master Degree of Business Administration and Master Degree of Money, Banking and Finance from University of Nottingham and University of Birmingham, United Kingdom respectively and an Executive Master Degree of Business Administration from Tsinghua University, PRC. Mr. Chan is appointed as District Councillor of Tai Po district, Hong Kong for the period commencing from 2008 to 2012. Mr. Chan does not hold any major appointment or directorship in other public listed company in the past three years.

Mr. Chan has not been appointed for a specific term. His appointment is subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

There is no service contract entered into between the Company and Mr. Chan. He has received emoluments of approximately HK\$360,000 for the year ended 31 December 2008, which was determined based on the basis of prevailing market conditions and his roles and responsibilities.

Mr. Chan does not have any relationship with any directors, senior management, management shareholder, substantial or controlling shareholder of the Company; nor does he have any interest in the securities of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is no information relating to Mr. Chan that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Lee Ah Sang (Executive Director)**

Mr. Lee Ah Sang, aged 45, has been appointed as an executive Director of the Company with effect from 2 October 2008. He is an experienced financial market practitioner who has worked in the financial field for more than 20 years. Mr. Lee was a key employee with the securities arm of one of the largest Chinese banks in Hong Kong. Mr. Lee joined the investment arena before the unification of the four stock exchanges, and is now the general manager and an executive director of a local securities company. Mr. Lee is a licensed Responsible Officer with Securities and Futures Commission and he is also a member of the Hong Kong Institute of Securities. With his extensive experience and connection in the equity market in Hong Kong as well as the region, the Board believes that Mr. Lee will make valuable contributions to the Company in the future. Mr. Lee does not hold any directorship or major appointments in other public listed company in the past three years.

Mr. Lee has not been appointed for a specific term. His appointment is subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

There is no service contract entered into between the Company and Mr. Lee. He has received emoluments of approximately HK\$191,000 for the year ended 31 December 2008, which was determined based on the basis of prevailing market conditions and his roles and responsibilities.

Mr. Lee does not have any relationship with any directors, senior management, management shareholder, substantial or controlling shareholder of the Company; nor does he have any interest in the securities of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is no information relating to Mr. Lee that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Jin Guangjun (Independent Non-Executive Director)**

Mr. Jin Guangjun, aged 48, has been appointed as an independent non-executive Director with effect from 14 July 2008. He has extensive experience in the field of civil engineering and architecture. He graduated with a Doctor of Philosophy in architecture from Tongji University, China, and a Master Degree in architecture from Harbin Institute of Technology, PRC and Massachusetts Institute of Technology, USA. Currently, Mr. Jin is an executive dean and professor in the Shenzhen Graduate School of Harbin Institute of Technology. Mr. Jin does not hold any directorship or major appointment in other public listed company in the past three years.

Mr. Jin has entered into a service contract with the Company for an initial term of one year commencing from 14 July 2008, unless terminated by not less than three months' notice in writing served by either party on the other. Mr. Jin is entitled to a remuneration of HK\$120,000 per annum which was determined based on the basis of prevailing market conditions and his roles and responsibilities. He has received emoluments of approximately HK\$56,000 for the year ended 31 December 2008. His appointment is subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

Mr. Jin does not have any relationship with any directors, senior management, management shareholder, substantial or controlling shareholder of the Company; nor does he have any interest in the securities of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is no information relating to Mr. Jin that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders.



**Mr. Law Kin Ho (Independent Non-Executive Director)**

Mr. Law Kin Ho, aged 41, has been appointed as an independent non-executive Director with effect from 14 July 2008. He graduated with a Bachelor's degree from Hong Kong Baptist University majoring in accountancy. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, United Kingdom. Mr. Law is currently practicing as a certified public accountant in Hong Kong. He has years of experience in the field of accounting, audit and taxation, and worked for an international accounting firm and the Stock Exchange in Hong Kong. Mr. Law is also an independent non-executive director of Coastal Greenland Limited, a company listed on the main board of the Stock Exchange in Hong Kong (stock code: 1124).

Save as disclosed above, Mr. Law does not hold any directorship or major appointment in other public listed company in the past three years.

Mr. Law has entered into a service contract with the Company for an initial term of one year commencing from 14 July 2008, unless terminated by not less than three months' notice in writing served by either party on the other. Mr. Law is entitled to a remuneration of HK\$120,000 per annum which was determined based on the basis of prevailing market conditions and his roles and responsibilities. He has received emoluments of approximately HK\$56,000 for the year ended 31 December 2008. His appointment is subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

Mr. Law does not have any relationship with any directors, senior management, management shareholder, substantial or controlling shareholder of the Company; nor does he have any interest in the securities of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is no information relating to Mr. Law that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Chan Wai Fat (Independent Non-Executive Director)**

Mr. Chan Wai Fat, aged 41, has been appointed as an independent non-executive Director with effect from 14 July 2008. Mr. Chan is currently a Senior Vice President of a securities house in Hong Kong. Mr. Chan holds a bachelor degree of commerce from The University of Western Australia and a master degree of business administration from Deakin University, Australia. He has years of experience in compliance, accounting and financial management in securities industry and has worked for international accounting firms and listed company in Hong Kong. He is a fellow of the Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant of CPA Australia. Mr. Chan does not hold any directorship or major appointment in other public listed company in the past three years.

Mr. Chan has entered into a service contract with the Company for an initial term of one year commencing from 14 July 2008, unless terminated by not less than three months' notice in writing served by either party on the other. Mr. Chan is entitled to a remuneration of HK\$120,000 per annum which was determined based on the basis of prevailing market conditions and his roles and responsibilities. He has received emoluments of approximately HK\$56,000 for the year ended 31 December 2008. His appointment is subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

Mr. Chan does not have any relationship with any directors, senior management, management shareholder, substantial or controlling shareholder of the Company; nor does he have any interest in the securities of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is no information relating to Mr. Chan that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Aurum Pacific (China) Group Limited (the “**Company**”) will be held at Macau Jockey Club, 1/F., Function Room, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Wednesday, 29 April 2009 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the reports of the directors and the independent auditor’s report for the year ended 31 December 2008;
2. To re-elect retiring directors (“**Directors**”) and to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
3. To re-appoint auditor of the Company and to authorise the Board to fix their remuneration; and

as ordinary business to consider and, if thought fit, passing the following resolutions nos. 4 to 6 as ordinary resolutions:

4. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);

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(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

(aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

(bb) (provided that resolution no. 5 is passed) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

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“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

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6. “**THAT** subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 5.”

By order of the Board of  
**Aurum Pacific (China) Group Limited**  
**Cheung Yu Ping**  
*Chairman*

Hong Kong, 25 March 2009

**Notes:**

1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more separate proxies to attend and vote instead of him. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company.
2. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company's Share Registrar in Hong Kong at Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. In relation to resolution numbered 2 set out in this notice, the biographical details of the directors of the Company who will retire from their offices of directorship and being eligible, will offer themselves for re-election as directors of the Company at the annual general meeting, namely Mr. Cheung Yu Ping, Mr. Chan Chi Chiu Henry, Mr. Lee Ah Sang, Mr. Jin Guangjun, Mr. Law Kin Ho and Mr. Chan Wai Fat are set out in Appendix II to the circular dated 25 March 2009.
4. A circular setting out further information regarding resolutions numbered 4, 5 and 6 as set out in this notice will be dispatched to the members of the Company together with the Annual Report 2008.