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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)**

### **ANNOUNCEMENT**

The Board announces that the 2013 Audited Accounts of the Target Group have been made available. Based on the 2013 Audited Accounts, the 2013 EBITDA is HK\$5,553,100, representing a shortfall of HK\$2,946,900 to the 2013 Guaranteed Amount.

The 2013 Shortfall of HK\$2,946,900 will be payable by the 1st Vendor and the Guarantor in accordance with the terms of the S&P Agreement and will be set off against the payment obligation of the Purchaser of the remaining balance of the Consideration under the S&P Agreement on a dollar for dollar basis.

Reference is made to the announcements of the Company dated (i) 7 March 2014 (the “**March Announcement**”) in relation to, among others, the forecasts published on Circular of the Company dated 10 December 2012 (the “**Circular**”); and (ii) 8 August 2012 and 31 December 2012 (the “**Announcements**”) and the Circular in relation to, among others, the Acquisition. Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the March Announcement, the Announcements and the Circular.

As disclosed in the announcement of the Company dated 31 December 2012, completion of the Acquisition has taken place on 31 December 2012. As disclosed in the Circular, the 1st Vendor and the Guarantor have warranted and guaranteed under the S&P Agreement that the 2013 EBITDA would not be less than the 2013 Guaranteed Amount of HK\$8.5 million.

The Board announces that the 2013 Audited Accounts of the Target Group have been made available to the Board on 19 March 2014. Based on the 2013 Audited Accounts and as confirmed by the auditors of the Company, the 2013 EBITDA amounts to HK\$5,553,100, which represents a shortfall of HK\$2,946,900 to the 2013 Guaranteed Amount. As such, the 2013 Shortfall shall amount to HK\$2,946,900.

The 2013 Shortfall of HK\$2,946,900 will be payable by the 1st Vendor and the Guarantor in accordance with the terms of the S&P Agreement and will be set off against the payment obligation of the Purchaser of the remaining balance of the Consideration of HK\$9,000,000 under the S&P Agreement on a dollar for dollar basis. After adjustment of the Consideration as a result of the 2013 Shortfall, the Purchaser shall be obliged to pay to the 1st Vendor (or its nominee at its direction) of HK\$6,053,100 for the remaining outstanding balance of the Consideration within seven business days after the issuance of the 2013 Audited Accounts in accordance with the terms of the S&P Agreement.

The Board is of the view that the failure to meet the 2013 Guaranteed Amount will not have any material adverse impact on the financial position and business operations of the Group as a whole.

By order of the Board  
**Aurum Pacific (China) Group Limited**  
**Lau Man Tak**  
*Executive Director*

Hong Kong, 19 March 2014

*As at the date of this announcement, the Board comprises two executive Directors, Mr. Lau Man Tak and Mr. Mo Wai Ming, Lawrence, one non-executive Director, Mr. Chan Tik Yuen, and three independent non-executive Directors, Mr. Chan Wai Fat, Mr. Chi Chi Hung, Kenneth and Mr. Chui Kwong Kau.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this 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.*

*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).*