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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

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.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As at the date of this announcement, 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.

GENERAL

The EGM will be convened and held to consider, and if thought fit, to approve, among other things, the Share Consolidation and the Increase in Authorised Share Capital.

A circular containing, among other things, further details of (i) the Share Consolidation and (ii) the Increase in Authorised Share Capital, together with a notice of the EGM will be despatched to the Shareholders on or around 29 January 2016.

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.

Effect of the Share Consolidation

As at the date of this announcement, 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.

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.

Listing Application

Application will be 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.

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 Hong Kong branch share registrar of the Company, Tricor Tegis 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.

Nevertheless, 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 upon completion of the Share Consolidation.

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 will appoint a securities firm to provide matching

service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lot arrangement will be set out in a circular to be despatched to the Shareholders with the foregoing.

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.

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” above.

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

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 announcement refer to Hong Kong times. Dates stated in this announcement 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.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As at the date of this announcement, 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.

As at the date of this announcement, 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.

GENERAL

The EGM will be convened and held to consider, and if thought fit, to approve, among other things, the Share Consolidation and the Increase in Authorised Share Capital. 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 and the Increase in Authorised Share Capital to be proposed at the EGM.

A circular containing, among other things, further details of (i) the Share Consolidation and (ii) the Increase in Authorised Share Capital, together with a notice of the EGM will be despatched to the Shareholders on or around 29 January 2016.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context otherwise requires:

“Board”	the board of Directors
“Business Day”	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
“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 and the Increase in Authorised Share Capital
“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
“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
“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

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

Hong Kong, 8 January 2016

As at the date of this announcement, the Board comprises four executive Directors, Mr. Zhang Weijie, Mr. Chan Wai Kit, Mr. Guo Keqin and Ms. Wong Chi Yan and three independent non-executive Directors, Mr. Chui Chi Yun, Robert, Mr. Lam Wing Tai 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.