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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)

MEMORANDUM OF UNDERSTANDING IN RELATION TO A PROPOSED ACQUISITION

This announcement is made pursuant to Rule 17.10(2) of the GEM Listing Rules and Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

On 20 January 2016 after trading hours, the Purchaser, a wholly owned subsidiary of the Company, entered into the MOU with the Vendors in relation to the proposed acquisition of the Target. The Target is principally engaged in mobile games development, operation and promotion in the PRC.

To the best of the Directors' information and belief having made all reasonable enquiries, the Vendors are third parties independent of and not connected with the Company and its connected persons.

Under the MOU, the Vendors shall not directly or indirectly negotiate or agree with any other party relating to the Proposed Acquisition or do anything which is inconsistent with the Proposed Acquisition for a period of 6 months ("**Exclusive Period**") from the date of the MOU.

In consideration of the Vendors granting the Exclusive Period, the Purchaser shall pay to the Vendors a refundable earnest money of HK\$10 million ("**Earnest Money**") within 5 business days from the date of the MOU.

The MOU does not create legally binding obligations on the parties in relation to the Proposed Acquisition but is legally binding as to such terms relating to the Exclusive Period, Earnest Money and confidentiality. The Proposed Acquisition is subject to the negotiation and execution of a formal sale and purchase agreement between the parties.

The MOU shall terminate upon the earlier of: (i) expiry of the Exclusive Period, or (ii) execution of the formal sale and purchase agreement relating to the Proposed Acquisition or (iii) not less than 7 days written notice of termination of the MOU being given by any party to the other. The Earnest Money shall be repaid to the Purchaser forthwith upon termination of the MOU.

As the MOU is not legally binding with regard to the Proposed Acquisition, it may or may not proceed. Shareholders and investors are advised to exercise caution when dealing in the Shares of the Company.

DEFINITIONS

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

“Company”	Aurum Pacific (China) Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
“connected persons”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“MOU”	the memorandum of understanding dated 20 January 2016 made between the Vendors and the Purchaser
“PRC”	The People’s Republic of China
“Proposed Acquisition”	the proposed acquisition of the Target
“Purchaser”	Lead Billion Enterprises Limited, a company incorporated in the British Virgin Islands and a wholly owned subsidiary of the Company

“Shareholder(s)”	the holder(s) of the Shares
“Share(s)”	ordinary share(s) of HK\$0.004 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	a company incorporated in the PRC
“Vendors”	the vendors under the MOU, being the owner of 100% equity interest in the Target

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

Hong Kong, 20 January 2016

As at the date of this announcement, the Board comprises five executive Directors Mr. Zhang Weijie, Mr. Chan Wai Kit, Mr. Guo Kegin, 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.

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.