

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 licensed securities dealer or registered institution in securities, 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 the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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 SUBSCRIPTIONS OF SHARES UNDER SPECIFIC MANDATE; (2) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL; (3) RE-ELECTION OF THE RETIRING DIRECTORS; AND (4) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held at 11:30 a.m. on Monday, 31 August 2015 at 9/F, Gloucester Tower, The Landmark, Central, Hong Kong is set out on pages 33 to 35 of this circular.

A form of proxy for use at the EGM is also enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the “Latest Company Announcement” page of the website of the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the website of the Company at www.aurumpacific.com.hk.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a high 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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DEFINITIONS

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

“Acquisition”	the acquisition of the Target Equity Interest by the Purchaser pursuant to the Sale and Purchase Agreement
“Acquisition Completion”	the completion of the Acquisition pursuant to the terms and conditions of the Sale and Purchase Agreement
“Announcement”	the announcement of the Company dated 7 June 2015 in relation to, among other things, the Subscriptions, the Increase in Authorised Share Capital and the Acquisition
“associate”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day on which licensed banks in Hong Kong are generally open for business (other than a Saturday, a Sunday, a public holiday or a day on which typhoon number 8 or above or “black” rainstorm warning signal is in force between 9:00 a.m. and 5:00 p.m.)
“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
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Consideration”	the consideration payable by the Purchaser to the Vendor for the Target Equity Interest, being RMB7,200,000
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Shareholders to be convened and held to consider and, if thought fit, approve, among other things, the granting of the Specific Mandate, the Increase in Authorised Share Capital and the re-election of the retiring Directors

DEFINITIONS

“Executive”	has the meaning ascribed to it under the Takeovers Code
“First Subscription Agreement”	the agreement entered into among the Company, Subscriber A and Subscriber B dated 6 June 2015 in relation to the Subscriptions
“GEM”	the 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
“HK\$”	Hong Kong Dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from HK\$40,000,000 divided into 10,000,000,000 Shares to HK\$160,000,000 divided into 40,000,000,000 Shares by creating 30,000,000,000 new Shares
“Last Trading Day”	22 May 2015, being the last trading day prior to the trading halt in the Shares pending the release of the Announcement
“Latest Practicable Date”	6 August 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Long Stop Date”	7 October 2015 or such other date as may be agreed by the parties to the First Subscription Agreement in writing
“Other Subscribers”	Capital Gold Enterprises Limited, Best Global Ventures Limited, First Growth Global Limited, Megaway Investment Limited, Luck Success International Investment Limited, Wide Success International Limited, Trade Gate Holdings Limited, Tseng Ying Hon and Intellectual Property Trade Pte. Ltd

DEFINITIONS

“Other Subscription Agreements”	the agreements entered into between the Company and each of the Other Subscribers dated 7 June 2015 in relation to the Subscriptions and “the relevant Other Subscription Agreement” shall be constructed according to the relevant context
“PRC”	the People’s Republic of China, which, for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Purchaser”	Excel Super Investment Limited, a company incorporated in Hong Kong with limited liability, an indirect wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Sale and Purchase Agreement”	the sale and purchase agreement entered into among the Purchaser, the Vendor and the Ultimate Owners dated 7 June 2015 in relation to the Acquisition
“Second Subscription Agreement”	the agreement entered into between the Company and Subscriber C dated 7 June 2015 in relation to the Subscriptions
“SFC”	Securities and Futures Commission
“Share(s)”	ordinary share(s) of HK\$0.004 each in the issued share capital of the Company, subject to subdivision, consolidation and reclassification from time to time
“Shareholders”	the holders of Shares
“Specific Mandate”	the specific mandate to be granted by the Shareholders to the Board for the allotment and issue of the Subscription Shares at the EGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber A”	Beijing Enterprises Medical and Health Resources Company Limited, a company incorporated in the British Virgin Islands with limited liability
“Subscriber B”	Starry Chance Investments Limited, a company incorporated in the British Virgin Islands with limited liability

DEFINITIONS

“Subscriber C”	Apex City International Limited, a company incorporated in the British Virgin Islands with limited liability
“Subscribers”	Subscriber A, Subscriber B, Subscriber C and the Other Subscribers
“Subscriptions”	the subscriptions of the Subscription Shares
“Subscription Agreements”	the First Subscription Agreement, the Second Subscription Agreement and the Other Subscription Agreements
“Subscription Completion”	the completion of the Subscriptions
“Subscription Price”	HK\$0.02 per Subscription Share
“Subscription Shares”	a total of 15,000,000,000 new Shares to be allotted and issued by the Company under the Subscriptions
“Takeovers Code”	the Code on Takeover and Mergers
“Target Company”	北京艾普智城網絡科技有限公司 (Beijing iPole Smart City Network Technology Company Limited*), a limited liability company established in the PRC
“Target Equity Interest”	the entire equity interest of the Target Company
“Ultimate Owners”	collectively, Mr. Wu Zhanjiang, Mr. Li Kang Ying, Mr. Cao Wei and Mr. Wang Dongbin
“Vendor”	北京艾格瑞德科技有限公司, a limited liability company established in the PRC
“Whitewash Waiver”	a waiver from the Executive pursuant to Note 1 on Dispensations from Rule 26 of the Takeovers Code in respect of the obligations to make a mandatory general offer of the Shares and other securities of the Company pursuant to Rule 26 of the Takeovers Code
“%”	per cent.

For the purpose of illustration only, amounts denominated in RMB in this circular have been translated into HK\$ at the rate of RMB1.00 = HK\$1.25. Such translation should not be construed as a representation that the amounts in question have been, could have been or could be converted at any particular rate or at all.

* For identification purpose only

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. Chan Wai Kit (Co-Chairman)
Mr. Mo Wai Ming, Lawrence (Chief Executive Officer)
Mr. Zhang Xiaozheng
Ms. Wong Chi Yan

Registered office:

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

Non-executive Director:

Dr. Lan Hong Tsung, David (Co-Chairman)

*Head office and principal place of
business in Hong Kong:*

22/F., Hua Fu Commercial Building
111 Queen's Road West
Hong Kong

Independent non-executive Directors:

Mr. Chui Chi Yun, Robert
Mr. Chi Chi Hung, Kenneth
Mr. Chui Kwong Kau

10 August 2015

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED SUBSCRIPTIONS OF
SHARES UNDER SPECIFIC MANDATE;
(2) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
(3) RE-ELECTION OF THE RETIRING DIRECTORS;
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement relating to, among other things, the Subscriptions, the Increase in Authorised Share Capital and the Acquisition. As disclosed in the Announcement, the Subscriptions and the Increase in Authorised Share Capital will be subject to, among others, the passing of relevant resolutions by the Shareholders at the EGM approving the Subscriptions and the Increase in Authorised Share Capital respectively.

LETTER FROM THE BOARD

THE SUBSCRIPTIONS

On 6 June 2015, the Company entered into with Subscriber A and Subscriber B the First Subscription Agreement in relation to the allotment and issue of an aggregate of 5,568,000,000 Subscription Shares as follows:

The First Subscription Agreement

Date: 6 June 2015

Parties: the Company

Subscriber A

Subscriber B

To the best of the Directors' knowledge having made all reasonable enquiry, each of Subscriber A and Subscriber B is a third party independent of the Company and its connected persons. Details of Subscriber A and Subscriber B are set out under the section headed "Information on the Subscribers" below.

Subject matter

The Company has conditionally agreed to allot and issue, and Subscriber A and Subscriber B have conditionally agreed to subscribe, 4,800,000,000 and 768,000,000 Subscription Shares respectively at the Subscription Price.

Conditions of the First Subscription Agreement

Completion of the First Subscription Agreement is conditional upon satisfaction (or where applicable, waiver) of the following conditions by no later than the Long Stop Date:

- 1) the Shareholders having passed resolutions at the EGM approving the Increase in Authorised Share Capital;
- 2) the Shareholders having passed resolutions at the EGM approving the issue of the Subscription Shares pursuant to the First Subscription Agreement and all other transactions contemplated under the First Subscription Agreement, in accordance with the GEM Listing Rules and the Whitewash Waiver in accordance with the Takeovers Code (if applicable);
- 3) the Executive having granted the approval of the Whitewash Waiver, and such waiver remaining in effect (if applicable);
- 4) the listing committee of the Stock Exchange having granted the listing of and the permission to deal in the Subscription Shares and such grant being in force and not having been revoked;

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- 5) the Sale and Purchase Agreement having been executed by each party thereto and the conditions precedent to completion of the Sale and Purchase Agreement having been satisfied (other than those relating to satisfaction of the conditions precedent of the First Subscription Agreement);
- 6) the warranties given by the Company under the First Subscription Agreement being true, accurate and not misleading at the date of the First Subscription Agreement and the date of Subscription Completion;
- 7) from the date of the First Subscription Agreement to the date of Subscription Completion, the Company and other members of the Group having complied with the requirements as set out in the First Subscription Agreement;
- 8) from the date of the First Subscription Agreement to the date of Subscription Completion, the Shares continuing to be listed and traded on the Stock Exchange (other than suspension of trading pending the issue of announcement(s) relating to transactions as contemplated under the First Subscription Agreement) at all times and the Company not having received indications from the Stock Exchange and/or the SFC on or before the date of Subscription Completion that the listing of the Shares on the Stock Exchange will or may be revoked or rejected as a result of the completion of the First Subscription Agreement or the terms of the First Subscription Agreement (and/or for any other reasons);
- 9) as of the date of Subscription Completion, no person (other than any party to the First Subscription Agreement) having obtained any binding order from any authority restricting or prohibiting any party to the First Subscription Agreement from completing the First Subscription Agreement;
- 10) in accordance with the laws or rules of any relevant jurisdiction, the Company having obtained all consent, approval, filing and records (if applicable) from any governmental or regulatory authorities or other third parties necessary for the purposes of executing and performing the First Subscription Agreement and completing the transactions contemplated under the First Subscription Agreement;
- 11) in the reasonable opinion of Subscriber A, from the date of the First Subscription Agreement, (i) there having not occurred any material adverse change to the business, operation, assets or liabilities, financial condition or prospects of the Group or any member of the Group; and (ii) there having been no change in laws applicable in each jurisdiction in which the Group has business (whether on or before the date of Subscription Completion) which will result in a material adverse change to the Group as a whole;
- 12) the Company having performed all obligations which, under the First Subscription Agreement, are required to be performed on or before the date of Subscription Completion;

LETTER FROM THE BOARD

- 13) the person(s) nominated by Subscriber A pursuant to the terms of the First Subscription Agreement having been appointed as Director(s) (if applicable);
- 14) Subscriber A and Subscriber B being satisfied with the results of due diligence in respect of the Group and the Target Company in all aspects; and
- 15) the Second Subscription Agreement and the Other Subscription Agreements having been completed pursuant to their respective terms and conditions.

Subscriber A may in its discretion waive all or any of the conditions precedent above (other than the conditions precedent in paragraphs (1), (2), (3), (4), (10) and (15) above) at any time no later than the Long Stop Date by notice in writing to the Company. In the event that any of the above conditions precedent is not fulfilled (or otherwise waived by Subscriber A in writing where applicable) on or before the Long Stop Date, Subscriber A may notify the Company in writing to terminate the First Subscription Agreement with immediate effect, but:

- 1) unless such termination is caused by the non-fulfillment of the conditions precedent in paragraphs (1), (2), (3), (4), (5), (8), (10), (11), (12), (14) and (15) above, the Company shall within 3 Business Days of the termination of the First Subscription Agreement pay HK\$15,000,000 (the “**Termination Money**”) to Subscriber A as liquidated damages;
- 2) certain clauses relating to definitions, the Termination Money, confidentiality, notice and governing laws in the First Subscription Agreement will continue to have effect; and
- 3) the rights and obligations of any party accrued as at the date of such termination will not be affected.

Subscriber A is a wholly-owned subsidiary of Beijing Enterprises Medical and Health Industry Group Limited (formerly known as Genvon Group Limited) (Stock Code: 2389) (“**BEMH**”) and Subscriber B is controlled by Mr. Hu Xiaoyong, an executive director of BEMH. Upon Subscription Completion, Subscriber A and Subscriber B will in aggregate be interested in 29% of entire issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares. Based on the written confirmations received from each of the Subscribers, save for Subscriber A and Subscriber B who are presumed to be concert parties under the Takeovers Code, each of the Subscribers has confirmed that there is no agreement or understanding between each of the other Subscribers and any other entities to actively cooperate to obtain or consolidate control of 30% or more of the voting rights of the Company, and that there exists no circumstances/relationships between each of the other Subscribers and any other entities which falls within classes relating to “presumed concert party(ies)” as ascribed under the Takeovers Code. Therefore, no application for a whitewash waiver under the Takeovers Code in respect of the Subscriptions has been made by any of the Subscribers. Accordingly, the conditions (2) (to the extent it relates to the Whitewash Waiver) and (3) above are not applicable.

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As at the Latest Practicable Date, none of the other conditions precedent set out above has been satisfied (or waived, if applicable).

Completion of the First Subscription Agreement

Upon fulfillment or waiver by Subscriber A (where applicable) of the conditions precedent of the First Subscription Agreement, completion of the First Subscription Agreement will take place at 11:00 a.m. on the fifth Business Day after the day on which the last of the conditions (1), (2) (if applicable), (3) (if applicable), (4), (5) and (10) of the First Subscription Agreement has been fulfilled (or waived by Subscriber A, where applicable), or such other date as the parties to the First Subscription Agreement may agree in writing (the “**First Subscription Completion Date**”).

If Subscription Completion does not take place as a result of non-compliance by the Company of any of its obligations under the First Subscription Agreement, Subscriber A may inform the Company and Other Subscribers in writing whereby it may elect to:

- 1) proceed to Subscription Completion without prejudice to its other rights under the First Subscription Agreement;
- 2) defer the Subscription Completion to a date not more than 28 days; or
- 3) terminate the First Subscription Agreement, in which case the Company shall within 3 Business Days of such termination pay the Termination Money to Subscriber A as liquidated damages and, for the avoidance of doubt, upon payment of the Termination Money by the Company, no party shall receive any other compensation from any party with respect to the termination pursuant to the First Subscription Agreement and certain clauses relating to definitions, the Termination Money, confidentiality, notice and governing laws in the First Subscription Agreement will continue to have effect.

The Subscription Shares to be subscribed by Subscriber A and Subscriber B are not subject to any lock-up similar to that under the Second Subscription Agreement.

Nomination of Directors

Pursuant to the terms of the First Subscription Agreement, it is a condition to completion of the First Subscription Agreement that the person(s) nominated by Subscriber A is/are appointed as Director(s), as permitted under applicable rules and regulations. The nomination right as provided for under the First Subscription Agreement is a contractual term and one-off in nature and it is agreed that the appointment of such director(s) is subject to the approval from the nomination committee of the Company and the Board. The nomination right provided to Subscriber A under the First Subscription Agreement is not available for other Shareholders under the Company’s articles of association and/or the Companies Ordinance as such right to nominate is part of the terms agreed under the First Subscription Agreement and is not a right granted to Subscriber A as a Shareholder. The Board will exercise its power and discretion to consider and if appropriate, appoint the person(s) nominated by Subscriber A pursuant to the

LETTER FROM THE BOARD

Company's articles of association as well as the First Subscription Agreement. The power of the Board has not been fettered and it may refrain from exercising the power to appoint the person(s) nominated by Subscriber A. In such case, unless it is waived by Subscriber A, completion of the First Subscription Agreement will not proceed.

The nomination right is a contractual right of Subscriber A under the First Subscription Agreement and such right will cease following completion of the First Subscription Agreement. Following completion of the First Subscription Agreement, the right of Subscriber A will be the same as all other Shareholders and Rule 2.06(4) of the GEM Listing Rules is complied with.

The nomination committee of the Company will review the background and experience of the candidate(s) to be nominated by Subscriber A to ensure he/she/they is/are suitably qualified to become Board member(s) and then make recommendation to the Board on the appointment of Director(s). Upon approval by the Board, the nominated candidate(s) will be appointed as Director(s).

As at the Latest Practicable Date, Subscriber A has not confirmed the candidate(s) to be nominated as Director(s).

Undertakings by the Company

The Company undertakes, among other things:

- 1) within the period designated by Subscriber A and Subscriber B after the date of the First Subscription Agreement, to appoint, or procure a subsidiary of the Company to appoint, a person as the business manager or if necessary, other person(s), responsible for the preparatory work relating to the business proposed to be developed by the Company (i.e. the business relating to iPole Project (as defined below)), and such person(s) must be approved by Subscriber A and Subscriber B;
- 2) during the period from the date of the First Subscription Agreement to date of the Subscription Completion (or termination of the First Subscription Agreement, whichever is earlier) not to, and procure its representatives or advisers not to, enter into discussions or negotiations, sign any agreements or make any arrangements with any persons and their representatives other than Subscriber A and Subscriber B to procure those persons (or their affiliates) to subscribe for new Shares or acquire any form of securities, options or rights convertible into new Shares; and
- 3) during the period from date of the First Subscription Agreement to date of the Subscription Completion (or termination of the First Subscription Agreement, whichever is earlier) not to grant share options to any person pursuant to the share option scheme adopted by the Company on 8 May 2013.

LETTER FROM THE BOARD

The Second Subscription Agreement

On 7 June 2015, the Company entered into with Subscriber C the Second Subscription Agreement in relation to the allotment and issue of 3,667,200,000 Subscription Shares as follows:

Date:	7 June 2015
Parties:	the Company
	Subscriber C

To the best of the Directors' knowledge having made all reasonable enquiry, Subscriber C is owned as to 25% by each of the Ultimate Owners, and each of the Subscriber C and the Ultimate Owners is a third party independent of the Company and its connected persons. Details of the Subscriber C are set out under the section headed "Information on the Subscribers" below.

Subject matter

The Company has conditionally agreed to allot and issue, and Subscriber C has conditionally agreed to subscribe, 3,667,200,000 Subscription Shares at the Subscription Price.

Conditions of the Second Subscription Agreement

Completion of the Second Subscription Agreement is conditional upon satisfaction of the following conditions by no later than the Long Stop Date:

- 1) the Sale and Purchase Agreement having been executed by each party thereto and the conditions precedent to completion of the Sale and Purchase Agreement having been satisfied (other than those relating to satisfaction of the conditions precedent of the Second Subscription Agreement);
- 2) the Shareholders having passed resolutions at the EGM approving the issue of the Subscription Shares pursuant to the Second Subscription Agreement and all other transactions contemplated under the Second Subscription Agreement in accordance with the GEM Listing Rules and the Whitewash Waiver in accordance with the Takeovers Code (if applicable);
- 3) the Executive having granted the approval of the Whitewash Waiver, and such waiver remaining in effect (if applicable); and
- 4) the listing committee of the Stock Exchange having granted the listing of and the permission to deal in the Subscription Shares and such grant being in force and not having been revoked.

None of the conditions precedent of the Second Subscription Agreement is waivable.

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As noted above, based on the written confirmations received from each of the Subscribers, save for Subscriber A and Subscriber B who are presumed to be concert parties under the Takeovers Code, each of the Subscribers has confirmed that there is no agreement or understanding between each of the other Subscribers and any other entities to actively cooperate to obtain or consolidate control of 30% or more of the voting rights of the Company, and that there exists no circumstances/relationships between each of the other Subscribers and any other entities which falls within classes relating to “presumed concert party(ies)” as ascribed under the Takeovers Code. Therefore, no application for a whitewash waiver under the Takeovers Code in respect of the Subscriptions has been made by any of the Subscribers. Accordingly, the conditions (2) (to the extent it relates to the Whitewash Waiver) and (3) above are not applicable.

As at the Latest Practicable Date, none of the other conditions precedent set out above has been satisfied.

Completion of the Second Subscription Agreement

Pursuant to the terms of the Second Subscription Agreement, completion of the Second Subscription Agreement, the First Subscription Agreement and the Other Subscription Agreements must take place simultaneously. If completion of the Subscriptions does not take place simultaneously, the Company is not required to allot and issue any Subscription Shares to any of the Subscribers and the Subscriber C is not obliged to subscribe any Subscription Shares.

Completion of the Second Subscription Agreement will take place on the First Subscription Completion Date or such other date as the parties to the Second Subscription Agreement may agree in writing.

Lock-up undertaking by the Subscriber C

The Subscriber C irrevocably undertakes that for the period from the date of Subscription Completion to the third anniversary of the date of Subscription Completion (both days inclusive), without the written consent of the Board, it shall not directly or indirectly, and shall procure that its associates or companies controlled by it shall not, offer to sell, transfer, agree to sell or otherwise dispose of (including without limitation the creation of any option, right or warrant or other way to transfer or dispose of, any liability, guarantee, pledge or encumbrance) the 3,667,200,000 Subscription Shares held by it and the Shares derived therefrom, or entering into any swap, derivative, loan, pledge or other arrangement such that the economic interest of ownership of any such securities is directly or indirectly transferred to any other person, whether any such transaction is to be settled by delivery of such securities, in cash or otherwise, and not to publicly announce any intention to enter into any such transaction.

Notwithstanding the above, 1,222,400,000 Shares held by Subscriber C will be released from the above restrictions after the first anniversary of the date of Subscription Completion, and further 1,222,400,000 Shares held by Subscriber C will be released from the above restrictions after the second anniversary of the date of Subscription Completion.

LETTER FROM THE BOARD

The Other Subscription Agreements

On 7 June 2015, the Company entered into with each of the Other Subscribers a subscription agreement in relation to the allotment and issue of an aggregate of 5,764,800,000 Subscription Shares as follows:

Date:	7 June 2015
Parties:	the Company
	each of the Other Subscribers

To the best of the Directors' knowledge having made all reasonable enquiry, each of the Other Subscribers and their respective ultimate beneficial owners is a third party independent of the Company and its connected persons. Details of the Other Subscribers are set out under the section headed "Information on the Subscribers" below.

Subject matter

The Company has conditionally agreed to allot and issue, and each of the Other Subscribers has conditionally agreed to subscribe, such number of the Subscription Shares which it agreed to subscribe under the relevant Other Subscription Agreement. Under the Other Subscription Agreements, the Company has conditionally agreed to allot and issue an aggregate of 5,764,800,000 Subscription Shares at the Subscription Price.

Conditions of the Other Subscription Agreements

Completion of each of the Other Subscription Agreements is conditional upon satisfaction of the following conditions by no later than the Long Stop Date:

- 1) the Sale and Purchase Agreement having been executed by each party thereto and the conditions precedent to completion of the Sale and Purchase Agreement having been satisfied (other than those relating to satisfaction of the conditions precedent of the relevant Other Subscription Agreement);
- 2) the Shareholders having passed resolutions at the EGM approving the issue of the Subscription Shares pursuant to the relevant Other Subscription Agreement and all other transactions contemplated under it in accordance with the GEM Listing Rules and the Whitewash Waiver in accordance with the Takeovers Code (if applicable);
- 3) the Executive having granted the approval of the Whitewash Waiver, and such waiver remaining in effect (if applicable); and
- 4) the listing committee of the Stock Exchange having granted the listing of and the permission to deal in the Subscription Shares and such grant being in force and not having been revoked.

None of the conditions precedent of the Other Subscription Agreements is waivable.

LETTER FROM THE BOARD

As noted above, based on the written confirmations received from each of the Subscribers, save for Subscriber A and Subscriber B who are presumed to be concert parties under the Takeovers Code, each of the Subscribers has confirmed that there is no agreement or understanding between each of the other Subscribers and any other entities to actively cooperate to obtain or consolidate control of 30% or more of the voting rights of the Company, and that there exists no circumstances/relationships between each of the other Subscribers and any other entities which falls within classes relating to “presumed concert party(ies)” as ascribed under the Takeovers Code. Therefore, no application for a whitewash waiver under the Takeovers Code in respect of the Subscriptions has been made by any of the Subscribers. Accordingly, the conditions (2) (to the extent it relates to the Whitewash Waiver) and (3) above are not applicable.

As at the Latest Practicable Date, none of the other conditions precedent set out above has been satisfied.

Completion of the Other Subscription Agreements

Pursuant to the terms of each of the Other Subscription Agreements, completion of the Other Subscription Agreements, the First Subscription Agreement and the Second Subscription Agreement must take place simultaneously. If completion of the Subscriptions does not take place simultaneously, the Company is not required to allot and issue any Subscription Shares to any of the Subscribers and each of the Other Subscribers is not obliged to subscribe any Subscription Shares.

Completion of each of the Other Subscription Agreements will take place on the First Subscription Completion Date or such other date as the parties to the relevant Other Subscription Agreement may agree in writing.

The Subscription Shares to be subscribed by the Other Subscribers are not subject to any lock-up similar to that under the Second Subscription Agreement.

LETTER FROM THE BOARD

Subscription Shares

The following table sets out the number of the Subscription Shares to be subscribed by each of the Subscribers in accordance with the Subscription Agreements:

Subscribers <i>(Note)</i>	No. of Subscription Shares	Subscription consideration <i>HK\$</i>
The Subscriber A	4,800,000,000	96,000,000
The Subscriber B	768,000,000	15,360,000
The Subscriber C	3,667,200,000	73,344,000
The Other Subscribers		
– Capital Gold Enterprises Limited	556,800,000	11,136,000
– Best Global Ventures Limited	959,000,000	19,180,000
– First Growth Global Limited	959,000,000	19,180,000
– Megaway Investment Limited	600,000,000	12,000,000
– Luck Success International Investment Limited	400,000,000	8,000,000
– Wide Success International Limited	754,000,000	15,080,000
– Trade Gate Holdings Limited	768,000,000	15,360,000
– Tseng Ying Hon	153,600,000	3,072,000
– Intellectual Property Trade Pte. Ltd	614,400,000	12,288,000
 Total	 <u>15,000,000,000</u>	 <u>300,000,000</u>

Note: Pursuant to the Subscription Agreements, the Subscribers may nominate their respective wholly-owned subsidiaries to subscribe for the relevant Subscription Shares.

The Subscription Shares represent (i) approximately 357.14% of the issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 78.12% of the issued share capital of the Company as enlarged by the Subscription Shares. The aggregate nominal value of the Subscription Shares is HK\$60,000,000.

The Subscription Shares will rank *pari passu* in all respects with the Shares in issue as at the date of the Subscription Agreements and as at the date of allotment and issue of the Subscription Shares.

The Company will seek a specific mandate from the Shareholders at the EGM for the allotment and issue of the Subscription Shares. An application will be made to the listing committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

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Subscription Price

The Subscription Price of HK\$0.02 per Subscription Share represents:

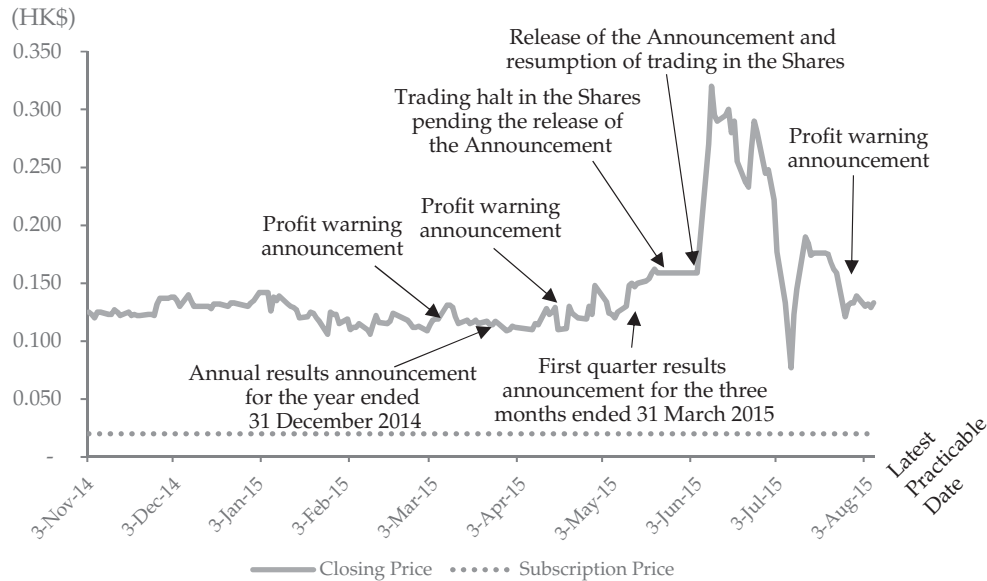
- (i) a discount of approximately 84.96% to the closing price of HK\$0.1330 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 87.42% to the closing price of HK\$0.1590 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 87.28% to the average closing price of approximately HK\$0.1572 per Share for the last five consecutive trading days immediately preceding the Last Trading Day;
- (iv) a discount of approximately 86.76% to the average closing price of approximately HK\$0.1511 per Share for the last ten consecutive trading days immediately preceding the Last Trading Day; and
- (v) a discount of approximately 24.53% to the unaudited equity attributable to the Shareholders per Share of approximately HK\$0.0265 per Share as at 31 March 2015 based on the Company's quarterly report for the three months ended 31 March 2015 and the number of Shares in issue as at the Latest Practicable Date.

The Subscription Price was arrived at after arm's-length negotiations between the Company and the Subscribers after taking into account the recent loss-making performance of the Group for the year ended 31 December 2014 and the three months ended 31 March 2015, the unaudited equity attributable to the Shareholders per Share as at 31 March 2015, the latest pro forma unaudited net tangible asset value per Share and the historical trading volume of the Shares.

As disclosed in the Company's annual report for the year ended 31 December 2014, though the revenue of the Group increased by approximately 50% from 2013 to 2014, the financial result of the Group turned from net profit of around HK\$4.9 million for the year ended 31 December 2013 to net loss of around HK\$2.0 million for the year ended 31 December 2014. The loss-making situation has continued during the first half of 2015

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as reported in the quarterly report of the Company and the profit warning announcement of the Company dated 29 July 2015. Set out below is a chart reflecting movements in the closing prices of the Shares during roughly a six-month period from 3 November 2014 up to and including the Latest Practicable Date.



From the chart above, despite the announcements of the prevailing loss-making performance of the Group, the trading price of the Shares had, on the contrary, showed a gradual increasing trend since April 2015 and up to the Last Trading Day and traded at the significant premium over the consolidated net asset value per Share attributable to owners of the Company of approximately HK\$0.0278 as at 31 December 2014, which demonstrated a lack of correlation between the prevailing trading price of the Shares and the underlying business operation, financial performance and position of the Group and therefore, may not be regarded as an appropriate reference in assessing the market valuation of the Company. Having considered the above, it would be unlikely for independent third party investors including the Subscribers to subscribe for new Shares based on the market price of the Shares.

Following the publication of the Announcement and resumption of trading in Share on 8 June 2015, the closing price of the Share soared to HK\$0.242 on the same date and reach the peak of HK\$0.320 on 10 June 2015. The trading price of the Share exhibited a downward trend afterward and closed at HK\$0.133 as at the Latest Practicable Date. The Board considered that the fluctuation in the trading price of the Share following the publication of Announcement was likely to be attributable to the market reaction to the release of the Announcement and the impact of the recent plummeting of Hong Kong and the PRC stock markets.

During the negotiations between the parties to the Subscription Agreements, the parties had therefore placed more weight on other factors in determining the Subscription Price, including the prospects of the Group's existing business and the latest consolidated net asset value of the Company. However, the Subscribers noted that the consolidated net assets of the Company comprised a significant portion of intangible assets (mainly

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consisting of development costs of the electronic software products and programming codes) and goodwill which are subject to subjective management estimates on the expected cash flow generated or to be generated from the intangible assets and impairment tests and are, therefore, in the view of the Subscribers, uncertain as to their values. In addition, any valuation on them shall involve, among other things, similar projections of future cashflow and/or earnings or other assumptions which are also considered to be subject to uncertainty and subjectivity.

As stated in the Company's quarterly report for the three months ended 31 March 2015, the Group had net assets attributable to owners of the Company of approximately HK\$111.4 million. After taking into account (i) the net proceeds from the placing of new Shares under the general mandate of approximately HK\$58.9 million (details of which are set out in the announcements of the Company dated 20 April 2015 and 29 April 2015), (ii) the intangible assets of the Group of approximately HK\$33.5 million as at 31 December 2014, and (iii) the goodwill of the Group approximately HK\$95.8 million as at 31 December 2014, the latest pro forma unaudited net tangible asset value attributable to owners of the Company was around HK\$41.0 million, representing approximately HK\$0.01 per Share based on 4,200,000,000 Shares in issue as at the Latest Practicable Date (the "NTAV per Share"). Under the aforesaid backdrop and after arm's length commercial negotiations between the Company and the Subscribers, the Subscription Price was finally agreed at HK\$0.02 each which represents (i) a premium over the NTAV per Share, without totally ignoring the value of the intangible assets and goodwill; and (ii) a discount of approximately 24.53% to the unaudited equity per Share attributable to the Shareholders of approximately HK\$0.0265 as at 31 March 2015 based on the Company's quarterly report for the three months ended 31 March 2015 and the number of Shares in issue as at the Latest Practicable Date.

The Board noted that the Subscription Price represents a substantial discount to, respectively, the prevailing market price of the Shares preceding the date of the Subscription Agreements and the unaudited equity per Share attributable to the Shareholders as at 31 March 2015, and the Subscriptions have significant dilution impact to the existing Shareholders. However,

- i) given the loss-making performance of the Group in most of the recent financial years and generally thin historical trading volume of the Shares, it has been difficult for the Company to bargain for a high subscription price with the Subscribers;
- ii) the benefits of the Subscriptions to the Group and the prospects and business development plan of the iPole Project (as defined below) as discussed under the section headed "Reasons for and benefits of the Subscriptions" below, in particular, the Subscriptions represent a valuable opportunity for the Group to raise substantial amount of funds for, among other things, the expansion into the iPole business which would broaden the Group's income stream, and bringing in the Subscribers with different backgrounds of a wide range of business covering various different regions in the PRC, as solid Shareholders and the extensive network and business connections of which would be beneficial to the Group when expanding its businesses in the PRC;

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- iii) given the aforesaid benefits, the Subscriptions and the Acquisition together represent a valuable opportunity to the Company and therefore, the Board considers that the Subscriptions are worthwhile to be put forward for the Shareholders to consider and vote; and
- iv) given the benefits of the Subscriptions and the Acquisition and most importantly, that the Shareholders will be given the chance to consider and vote for or against the Subscriptions at the EGM, the Board considers it justifiable to make concession to the Subscribers in determining the Subscription Price during the negotiations or otherwise, the Subscriptions might not be able to be entered into and the Shareholders would be deprived of the chance to consider and vote on the Subscriptions.

Based on the above, the Board is of the view that the Subscription Price and the dilution impact to the existing Shareholders are commercially justifiable.

In addition, after taking into account that (i) Subscriber A is a wholly-owned subsidiary of BEMH which is a listed enterprise whose investments and operations cover a wide range of regions and areas in the PRC and has extensive network and such connections may benefit the Group in the development of its business; and (ii) the Ultimate Owners will become the Shareholders through the subscription of new Shares by Subscriber C with the lock-up undertaking by Subscriber C from the date of Subscription Completion to the third anniversary of the date of Subscription Completion, the Board is of the view that introduction of Subscriber A and Subscriber C as the single and second largest Shareholders would benefit the Group's business development, particularly, the business of iPole, in the future and therefore, the discount of the Subscription Price to the prevailing market price of the Shares offered to them for the acquisition of a significant interest in the Company is commercially justifiable.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, 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 4,200,000,000 Shares have been allotted and issued as fully paid or credited as fully paid. The Company has no outstanding warrants, options, derivatives or securities convertible into or exchangeable for Shares as at the Latest Practicable Date. Under the Subscriptions, the Company will be required to issue an aggregate of 15,000,000,000 Shares. In order to undertake the Subscriptions, the Board proposes to increase the authorised share capital of the Company from HK\$40,000,000 divided into 10,000,000,000 Shares to HK\$160,000,000 divided into 40,000,000,000 Shares by creating 30,000,000,000 new Shares. The Directors have no current intention to issue any part of the existing unissued and enlarged authorised share capital other than for the purpose of the Subscriptions. The Board considers that the Increase in Authorised Share Capital shall facilitate not only the Subscriptions but also provide the Company with additional flexibility for fund raising by allotting and issuing Shares including the Subscribers for business development and

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investment opportunities in the future. Therefore, the Board believes that the Increase in Authorised Share Capital is in the interests of the Company and the Shareholders as a whole.

The Increase in Authorised Share Capital is conditional upon (i) the passing of an ordinary resolution by the Shareholders at the EGM and (ii) the Subscriptions becoming unconditional.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Date of announcement	Fund raising activity	Net proceeds	Intended use of net proceeds as announced	Actual use of net proceeds
20 April 2015	Placing of 600,000,000 new Shares of HK\$0.004 each at the placing price of HK\$0.10 per placing share pursuant to the placing agreement between the Company and One China Securities Limited as placing agent dated 20 April 2015	Approximately HK\$58.9 million	To be applied as general working capital of the Group and/or future investments of the Group	The net proceeds as to approximately HK\$58.9 million are currently deposited in bank, have not been utilised and will be applied for the intended uses (including but not limited to the development of the iPole Project)
7 November 2014	Placing of 50,000,000 new Shares of HK\$0.02 each before the share subdivision at the placing price of HK\$0.65 per placing share pursuant to the placing agreement between the Company and One China Securities Limited as placing agent dated 7 November 2014	Approximately HK\$31.5 million	To be applied as general working capital of the Group and/or future investments of the Group	All of the net proceeds has been applied for satisfying to the remaining balance of the consideration of the acquisition as disclosed in the announcement of the Company dated 11 December 2014

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Date of announcement	Fund raising activity	Net proceeds	Intended use of net proceeds as announced	Actual use of net proceeds
29 September 2014	Placing of 50,000,000 new Shares of HK\$0.02 each before the share subdivision at the placing price of HK\$0.65 per placing share pursuant to the placing agreement between the Company and One China Securities Limited as placing agent dated 26 September 2014	Approximately HK\$31.6 million	To be applied as general working capital of the Group and/or future investments of the Group, which includes but not limited to the financing of all or part of the funding needs of the proposed subscription as disclosed in the announcement of the Company dated 29 September 2014	The net proceeds has been applied as general working capital of the Group and/or for future investments of the Group, which includes but not limited to the financing of all or part of the funding needs of the proposed subscription as disclosed in the announcement of the Company dated 29 September 2014 and the payment of the refundable deposit under a memorandum of understanding in relation to the proposed acquisition as disclosed in the announcement of the Company dated 13 October 2014. The deposit has subsequently applied for satisfying the consideration of the acquisition as disclosed in the announcement of the Company dated 11 December 2014

Save as disclosed above, the Company has not conducted any equity fund raising activity in the past 12 months immediately preceding the Latest Practicable Date.

INFORMATION ON THE SUBSCRIBERS

Subscriber A

Subscriber A is a company incorporated in the British Virgin Islands with limited liability and its principal activity is investment holding. Subscriber A is a wholly-owned subsidiary of BEMH, a company incorporated in the Cayman Islands and the shares of which are listed on the main board of the Stock Exchange (Stock Code: 2389). BEMH, through its subsidiaries, is principally engaged in the development of medical care, health care and geriatric care related infrastructure.

Subscriber B

Subscriber B is a company incorporated in the British Virgin Islands and its principal activity is investment holding. Subscriber B is controlled by Mr. Hu Xiaoyong who is experienced in corporate management and is an executive director of BEMH.

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Subscriber C

Subscriber C is a company incorporated in the British Virgin Islands with limited liability and its principal activity is investment holding. Subscriber C is owned as to 25% by Mr. Wu Zhanjiang, as to 25% by Mr. Li Kang Ying, as to 25% by Mr. Cao Wei and as to 25% by Mr. Wang Dongbin, who are the Ultimate Owners as at the Latest Practicable Date. Mr. Wu Zhanjiang, Mr. Li Kang Ying, Mr. Cao Wei and Mr. Dongbin carried out research and development relating to electric power generation and other technology projects through the Target Company.

The Ultimate Owners approached certain members of the management (the “**BEMH Management Members**”) of BEMH to seek for opportunities for the Target Company for future business development. The BEMH Management Members have subsequently introduced the Ultimate Owners to the Company through Mr. Wen Jialong, an ex-director of the Company (“**Mr. Wen**”). Having considered the benefits of the Acquisition to the Group as disclosed in the Announcement, the Company agreed to acquire the entire equity interests in the Target Company and seek funding to finance the future business development of the Target Company. Save for Subscriber A, which is a wholly-owned subsidiary of BEMH, all other Subscribers were introduced to the Company by the BEMH Management Members, the Ultimate Owners and Mr. Wen through their respective connections.

The Other Subscribers

Capital Gold Enterprises Limited is an investment holding company incorporated in the British Virgin Islands with limited liability and is wholly-owned by Bao Ren Shan. Bao Ren Shan is engaged in telecommunication advisory and investment.

Best Global Ventures Limited is an investment holding company incorporated in the British Virgin Islands with limited liability and is wholly-owned by Yu Nan. Yu Nan is an individual investor focusing on equity and listed securities investment in different sectors including, technology, internet and media.

First Growth Global Limited is an investment holding company incorporated in the British Virgin Islands with limited liability and is wholly-owned by Xu Sa. Xu Sa is an individual investor focusing on equity and listed securities investment in different sectors including internet and media.

Megaway Investment Limited is an investment holding company incorporated in Hong Kong with limited liability and is wholly-owned by Hu Shiwei. Hu Shiwei is engaged in investment and real estate sector.

Luck Success International Investment Limited is an investment holding company incorporated in the British Virgin Islands with limited liability and is wholly-owned by Kwok Yi Chit. Kwok Yi Chit is engaged in investment and electronics industry.

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Wide Success International Limited is an investment holding company incorporated in the British Virgin Islands with limited liability and is wholly-owned by Li Kang. Li Kang is engaged in securities investment.

Trade Gate Holdings Limited is an investment holding company incorporated in the British Virgin Islands with limited liability and is wholly-owned by Yang Hailong. Yang Hailong is engaged in investment and energy performance contracting services.

Tseng Ying Hon is an individual investor who is engaged in investment and trading of electric motor.

Intellectual Property Trade Pte. Ltd is a medical equipment trading company incorporated in the British Virgin Islands with limited liability and is wholly-owned by Sang Kangqiao. Sang Kangqiao is engaged in investment and trading of medical equipment.

THE ACQUISITION

As disclosed in the Announcement, on 7 June 2015, the Purchaser, a wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Vendor and the Ultimate Owners (together with the Vendor, collectively, the “**Obligors**”), pursuant to which the Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, the Target Equity Interest, being the entire equity interest of the Target Company, at the Consideration of RMB7,200,000 in cash. Pursuant to the terms of the Sale and Purchase Agreement, Acquisition Completion is conditional upon, among other things, the Company having obtained all consent and/or approval required for the Acquisition from relevant authorities pursuant to the laws of Hong Kong and the Company having completed fund raising transactions to raise not less than HK\$300,000,000.

The Target Company is principally engaged in the research, development, construction and management of an intelligent platform and related appliances to connect lamp poles to optical fiber network so to convert them into information poles (the “**iPole**”) that are under cloud management and capable of providing Wi-Fi and charging electric cars and therefore, enable the central management of the public lighting system, wireless network and power supply of a city or a region through digital connection. The Target Company owns certain patents relating to the core technology of the iPole.

In accordance with the Sale and Purchase Agreement, the Obligors shall, within 30 days from the Acquisition Completion, procure Mr. Wu Zhanjiang and Mr. Wang Dongbin to enter into service contract(s) with the Company or its designated subsidiary for a term of not less than two years, and Mr. Wu Zhanjiang and Mr. Wang Dongbin shall not terminate the respective service contract(s). In addition, Mr. Wu Zhanjiang agreed to be appointed as a business general manager of the Company or its designated subsidiary, who will be responsible for the pre-development of business of the Purchaser and the iPole Project (as defined below) while Mr. Wang Dongbin agreed to be appointed as a product director of the Company who will be responsible for the validation of product ideas, design and programs, within 30 days from the date of the Sale and Purchase Agreement.

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Further details of the terms of the Sale and Purchase Agreement were set out in the Announcement.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTIONS

The principal business activity of the Company is investment holding. The Group is principally engaged in (i) provision of communications software platform; (ii) software development and sales; (iii) network constructions; and (iv) Internet sales and marketing, and domestic trading.

Recent development of the businesses of the Group

The Group was loss-making for the year ended 31 December 2014 and for the three months ended 31 March 2015 respectively. As mentioned in the Company's announcements dated 11 December 2014 and 17 December 2014, the Group acquired from an independent third party the entire equity interest in Native Hope Limited (together with its subsidiaries (the "**NH Group**")) which together with its subsidiaries are principally engaged in software development and sales, network constructions, Internet sales, Internet marketing and domestic trading, with a view to expanding the customer bases and creating new income sources of the Group. Based on the management accounts of the NH Group for the three months ended 31 March 2015, the NH Group recorded a revenue of around HK\$1.9 million and turned around from loss-making to profit-making during the relevant period. The Company is optimistic about the business development of the NH Group and expects that it will become a new income source of the Group in the near future. As mentioned in the Company's quarterly report for the three months ended 31 March 2015, the Group intended to continue the efforts in developing and upgrading its products with a generic growth of the business in order to deploy appropriate operation strategies to meet the challenges posted by the competitive market to improve the performance.

Reference is made to the announcement (the "**Jiaxing Announcement**") of the Company dated 9 March 2015 regarding the letter of intent (the "**Jiaxing Letter of Intent**") entered into between the Company and 嘉興港區開發建設管理委員會 (Jiaxing Port Development and Construction Administrative Committee*, the "**Jiaxing Committee**") regarding a proposed development of a scientific research centre in information technology ("**IT**") industry (the "**Jiaxing Project**"). In this regard and as at the Latest Practicable Date, the Company has set up a wholly-owned foreign enterprise (the "**WFOE**") and paid up all the registered capital in the WFOE. The Company expects to obtain the land use rights of a land located in the south of 中山路 (Zhongshan Road*) and the west of 乍王公路 (Zhawang Road*), Jiaxing Port, Zhejiang Province, the PRC (the "**Jiaxing Land**"), from the Jiaxing Committee through the process of bid invitation, auction and listing on or before September 2015. As disclosed in the Jiaxing Announcement and according to the Jiaxing Letter of Intent, the Company will develop a real estate on the Jiaxing Land with total planned gross floor area of approximately 10,000 sq.m. for the purpose of scientific research in the IT industry.

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As mentioned in the Company's announcement dated 16 March 2015, a letter of intent (the "**Yixing Letter of Intent**") has been entered into between the Company and 宜興經濟技術開發區管理委員會 (Yixing Economic and Technological Development Zone Administrative Committee*, (the "**Yixing Committee**")) regarding a proposed development of a scientific research centre in IT industry in the Yixing Economic and Technological Development, Yixing, Jiangsu Province, the PRC (the "**Proposed Yixing Development**"). According to the terms of the Yixing Letter of Intent, among other things, the Yixing Committee proposed to recommend a land located in the east of 荊邑北路 (Jingyi North Road*) and south of 騰飛路 (Tengfei Road*), the Development Zone, Yixing, Jiangsu Province, the PRC with a site area of approximately ten mu (equivalent to approximately 6,670 square metres ("**sq.m.**")) as the project site (the "**Yixing Land**") of the Proposed Yixing Development and the Company proposed to obtain the land use rights of the Yixing Land from the Land and Resources Bureau of Yixing through the process of bid invitation, auction and listing for the purpose of scientific research in the IT industry. However, as at the Latest Practicable Date, no agreed timetable has been announced by the relevant authorities for the process of bid invitation, auction and listing of the Yixing Land.

Based on the current business plan of the Company, it is expected that the estimated working capital required for the operation and development of the Group's existing businesses, including but not limited to the business development of the NH Group and the possible investment in the Jiaxing Project, would be approximately HK\$15.7 million up to the second quarter of 2016, and is intended to be funded by internal resources of the Group.

Save for the aforesaid business developments, the Group has also been actively looking for new investments and business opportunities in order to diversify its existing business with a view to achieving better growth potential and enhancing Shareholders' return.

Proposed development of iPole business

The PRC government has recently been promoting the development of "Smart City". In August 2014, the central government of the PRC has released 《關於促進智慧城市健康發展的指導意見》 (Guiding Opinions on the Development of Smart City*) which encourages the local governments, among other things, to develop the infrastructure for public services and utilities through digital networks. The central government further announced a list of pilot cities/towns for the smart city development in April 2015. As iPole could provide central management of various utilities under digital network which is essential for the development of smart city in the PRC, the Board considers that the development of iPole is a business with great potential which presents a good investment opportunity for the Group.

The Company understands from the Vendor that the Target Company has been in preliminary discussions with the local governments for the application and management of iPole in various cities in the PRC (the "**iPole Project**"). Through the Acquisition, the Group could leverage onto the iPole patents owned by the Target Company which are essential for the development of the iPole Project. Based on the current business plan and discussions with the local governments, the Target Company plans to launch the iPole

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Project with around 530,000 iPole to be installed by 2016 in the PRC, of which 53,000 iPole will be constructed by the first half of 2016, while the rest of 477,000 iPole will be constructed by the second half of 2016. The Target Company is expected to have a total of 100 staff for the iPole Project, of which 50 of them will be responsible for the research and development and production commissioning, 10 of them will be responsible for project management, project design and maintenance, 25 of them will be responsible for the sale and marketing of iPole and the rest of them will be responsible for internal affairs of the Target Company including, among other things, finance, human resources and administration. In addition, the Target Company plans to set up different subsidiaries for the implementation of the iPole Project, including the ground work design, construction, operation and maintenance of the iPole. Each of the subsidiaries will have its own staff to perform the aforesaid function. The iPole Project is expected to have presence in 63 cities in the PRC.

It is estimated that the total investment to be incurred for the installation and operation of iPole during the fourth quarter of 2015, first quarter of 2016, second quarter of 2016 and third quarter of 2016 would be approximately RMB23.1 million (equivalent to approximately HK\$28.9 million), RMB49.0 million (equivalent to approximately HK\$61.3 million), RMB132.7 million (equivalent to approximately HK\$165.9 million) and RMB275.1 million (equivalent to approximately HK\$343.9 million) respectively. The total investment of approximately RMB480 million is expected to be financed by as to around 60% by internal resource of the Group (mainly the net proceeds from the Subscriptions) and as to around 40% by external financing including but not limited to bank borrowings. Based on the current business plan, the RMB480 million investment for the iPole Project will be allocated as to (i) approximately RMB392.1 million for the construction of iPole; (ii) approximately RMB26.5 million for the sales and marketing; and (iii) the rest of approximately RMB61.4 million for operation, research and development and other general expenses for the development of the iPole Project.

The Ultimate Owners will become the Shareholders through the subscriptions of new Shares by the Subscriber C pursuant to the Second Subscription Agreement and each of Mr. Wu Zhanjiang and Mr. Wang Dongbin will continue to participate in the development of the iPole Project following Acquisition Completion pursuant to the terms of the Sale and Purchase Agreement.

Reasons for and benefits of the Subscriptions

The Board is of the view that the Subscriptions represent a valuable opportunity for the Group to raise a substantial amount of funds for, among other things, the expansion into the iPole business and to bring in the Subscribers as solid Shareholders, particularly, as the Subscribers have different backgrounds which cover a wide range of business aspects and regions in the PRC, their extensive network and business connections would be beneficial to the Group when expanding the business in the PRC. The Board considers that the Subscriptions provide the Company with the financial strength and flexibility in this pursuit. The Directors are confident that the Subscribers will bring into the Company not only additional resources and investment opportunities, in addition, Subscriber C will bring into the Company also the necessary technology know-how and experience for the development and management of the iPole Project, which is beneficial to the Company and the Shareholders as a whole. The Board also expects that the subscription by

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Subscriber C will align the Ultimate Owners' interests with that of the Company and the other Shareholders. Accordingly, the Board considers that the terms of the Subscriptions Agreements are fair and reasonable and the Subscriptions are in the interests of the Company and the Shareholders as a whole.

Although the iPole Project is still in early stage of development, the Board is of the view that it is a business with great potential under the backdrop of the PRC government promoting the development of smart city. With the financial support and network to be provided by the Subscribers, and the technology know-how and experience for the development and management of the iPole Project to be brought in by Subscriber C, the Company is expected to become the pioneer for the construction of smart cities in the PRC and benefit from this high growth emerging sector. The Acquisition, which enable the Company to acquire the core technology and experts for the iPole Project, will enable the Company to diversify the Group's business into a realm with potential growth opportunity, and broaden the source of income of the Group. Therefore, the Board considers that the Acquisition is in the interests of the Company and the Shareholders as a whole.

Save for the iPole Project, the Board has considered another potential investment opportunity in mobile game business in early 2015 and had several discussions with the potential vendor(s). However, no agreement had been reached by the Company and the potential vendor(s) and the discussion was terminated in April 2015.

The gross proceeds of the Subscriptions are HK\$300,000,000. The net proceeds from the Subscriptions, after deduction of all related expenses, are approximately HK\$296,000,000 and are intended to be applied (i) as to approximately HK\$9,000,000 for the payment of the consideration for the Acquisition; and (ii) as to the balance for the business development relating to the iPole Project as discussed above. The net Subscription price is approximately HK\$0.0197 per Subscription Share.

The Company has considered other fund raising methods such as rights issue or open offer, and considered that the Subscriptions are more preferable for the following reasons:

- 1) the substantial amount of capital requirement of the iPole Project;
- 2) given the Company's loss making performance, it will be difficult for financial institutions to provide facility of up to such substantial amount to the Group;
- 3) fund raising through a pre-emptive issue such as rights issue or open offer will attract higher transaction costs (such as underwriting and other fees) and will not be able to bring in strategic investors as Shareholders as in the case of the Subscriptions; and
- 4) the Ultimate Owners will become the Shareholders through the subscriptions of new Shares by Subscriber C pursuant to the Second Subscription Agreement, and the subscription by Subscriber C will align the Ultimate Owners' interests with that of the Company and the other Shareholders, which are in the interest of the Company and its Shareholders as a whole.

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As at the Latest Practicable Date, save for the Subscriptions, the Company does not have any plan to conduct further equity fund raising activity.

EFFECT ON SHAREHOLDING STRUCTURE

To the best of the Directors' knowledge having made all reasonable enquiry, the table below sets out the effect of the Subscriptions on the shareholding structure of the Company (i) as at the Latest Practicable Date and (ii) immediately upon Subscription Completion (assuming that there is no other change in the issued share capital of the Company from the Latest Practicable Date to the date of Subscription Completion):

	As at the Latest Practicable Date		Immediately upon Subscription Completion	
	<i>approximately</i> No. of Shares	<i>approximately</i> %	<i>approximately</i> No. of Shares	<i>approximately</i> %
Wen Jialong (<i>Note</i>)	578,580,000	13.78	–	–
Subscriber A	–	–	4,800,000,000	25.00
Subscriber B	–	–	768,000,000	4.00
Subscriber C	–	–	3,667,200,000	19.10
Public Shareholders				
Wen Jialong (<i>Note</i>)	–	–	578,580,000	3.01
The Other Subscribers				
Capital Gold Enterprises Limited	–	–	556,800,000	2.90
Best Global Ventures Limited	–	–	959,000,000	4.99
First Growth Global Limited	–	–	959,000,000	4.99
Megaway Investment Limited	–	–	600,000,000	3.13
Luck Success International Investment Limited	–	–	400,000,000	2.08
Wide Success International Limited	–	–	754,000,000	3.93
Trade Gate Holdings Limited	–	–	768,000,000	4.00
Tseng Ying Hon	–	–	153,600,000	0.80
Intellectual Property Trade Pte. Ltd	–	–	614,400,000	3.20
Other Shareholders	<u>3,621,420,000</u>	<u>86.22</u>	<u>3,621,420,000</u>	<u>18.87</u>
Subtotal of public Shareholders	<u>3,621,420,000</u>	<u>86.22</u>	<u>9,964,800,000</u>	<u>51.90</u>
Total	<u>4,200,000,000</u>	<u>100.00</u>	<u>19,200,000,000</u>	<u>100.00</u>

Note: Mr. Wen Jialong was an executive Director and co-chairman who resigned on 7 May 2015.

LETTER FROM THE BOARD

RE-ELECTION OF THE RETIRING DIRECTORS

On 7 May 2015, Mr. Chui Chi Yun, Robert (“**Mr. Chui**”) was appointed as an independent non-executive Director. On 27 May 2015, Mr. Zhang Xiaozheng (“**Mr. Zhang**”) and Ms. Wong Chi Yan (“**Ms. Wong**”) have been appointed as executive Directors.

In accordance with the Corporate Governance Code (Appendix 14) of the Listing Rules (“**CG Code**”) and the Articles of Association of the Company, each of Mr. Chui, Mr. Zhang and Ms. Wong will retire at the first general meeting after his appointment and being eligible, offer himself/herself for re-election. Resolutions for re-electing Mr. Chui as an independent non-executive Director, and for re-electing each of Mr. Zhang and Ms. Wong as an executive Director, and will also be proposed at the EGM. The biographical details of Mr. Chui, Mr. Zhang and Ms. Wong who offers himself/herself for re-election at the EGM are set out below.

Mr. Chui Chi Yun, Robert

Mr. Chui, aged 58, is a practising Certified Public Accountant in Hong Kong and has worked in the accounting industry for 35 years. He has obtained a Bachelor’s degree in Commerce (Major in Accounting) from Concordia University and is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom. Mr. Chui is now an independent non-executive director of each of Tse Sui Luen Jewellery (International) Limited (Stock Code: 417), National Arts Entertainment and Culture Group Limited (Stock Code: 8228), Wing Lee Property Investments Limited (Stock Code: 864), PPS International (Holdings) Ltd (Stock Code: 8201), and is also a non-executive director of Addchance Holdings Limited (Stock Code: 3344), all of which are listed on the Stock Exchange. He is currently the Commissioner of the Hong Kong Road Safety Patrol and a member of the Road Safety Campaign Committee of the Road Safety Council. He is also a director of a number of private companies and associations.

As at the Latest Practicable Date, Mr. Chui does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Chui does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, nor has he held any other position with the Company and other members of the group or possess any other major professional qualifications.

Mr. Chui and the Company have entered into a service contract for a term of three years commencing from 7 May 2015 with an annual emolument of HK\$120,000. His appointment and remuneration have been recommended by the Nomination Committee and the Remuneration Committee and approved by the Board with reference to his duties and responsibilities with the Company and the market benchmark.

LETTER FROM THE BOARD

Save as disclosed above, Mr. Chui does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and there is no information is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules or need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Zhang Xiaozheng

Mr. Zhang, aged 64, is an experienced investment analyst and a project operation specialist. He obtained a bachelor's degree of economics with a major in economic management from Guangxi University. He is the a vice president and an executive director of Shenzhen Zhiweilong Industrial Development Company Limited and he is also the directors of certain subsidiaries of Mega Medical Technology Limited (formerly known as Wing Tai Investment Holdings Limited (Stock Code: 876)), a company listed on Stock Exchange. Mr. Zhang has decades of experience in project development and management. He played a leading role in the development of several markets and commercial streets, where he gained extensive experience in resources integration, project expansion and practical management. He was an executive director, compliance officer, LR authorised representative and CO authorised representative of Sky Forever Supply Chain Management Group Limited (Stock Code: 8047) from June 2015 to July 2015.

As at the Latest Practicable Date, Mr. Zhang does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Zhang does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, nor has he held any other position with the Company and other members of the group or possess any other major professional qualifications.

As at the Latest Practicable Date, there is no service contract between Mr. Zhang and the Company and he is not appointed for a specific term but will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company from 27 May 2015 with a monthly emolument of HK\$10,000. The emoluments to Mr. Zhang will be determined and subject to review by the remuneration committee of the Company and by the Board from time to time with reference to his duties and responsibilities with the Company and the market benchmark.

Save as disclosed above, Mr. Zhang does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and there is no information is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules or need to be brought to the attention of the Shareholders and the Stock Exchange.

LETTER FROM THE BOARD

Ms. Wong Chi Yan

Ms. Wong, aged 34, is currently an executive Director, the company secretary and authorised representative of the Company and she is also a director of certain subsidiaries of the Company. Ms. Wong holds a Bachelor of Business Administration degree in Accounting from Hong Kong Baptist University. She is an associate member of the Hong Kong Institute of Certified Public Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. She has extensive experiences in auditing, accounting and financing as well as merger and acquisition. Ms. Wong is an executive director, company secretary and authorised representative of PPS International (Holdings) Limited (Stock Code: 8201), an independent non-executive director of Prosten Technology Holdings Limited (Stock Code: 8026), and is also the company secretary and authorised representative of U-RIGHT International Holdings Limited (Stock Code: 627).

As at the Latest Practicable Date, Ms. Wong does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Ms. Wong does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, nor has he held any other position with the Company and other members of the group or possess any other major professional qualifications.

As at the Latest Practicable Date, there is no service contract between Ms. Wong and the Company and she is not appointed for a specific term but will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company from 27 May 2015 with a monthly emolument of HK\$80,400. The emoluments to Ms. Wong will be determined and subject to review by the remuneration committee of the Company and by the Board from time to time with reference to her duties and responsibilities with the Company and the market benchmark.

Save as disclosed above, Ms. Wong does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and there is no information is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules or need to be brought to the attention of the Shareholders and the Stock Exchange.

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 the

LETTER FROM THE BOARD

information contained in this circular 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 circular misleading.

EGM

A notice convening the EGM to be held at 11:30 a.m. on Monday, 31 August 2015 at 9/F., Gloucester Tower, The Landmark, Central, Hong Kong is set out on pages 33 to 35 of this circular.

A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM, or any adjournment thereof if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to the GEM Listing Rules, the Subscription Agreements and the transactions contemplated thereunder, including the grant of the Specific Mandate for the allotment and issue of the Subscription Shares will be subject to the Shareholders' approval by way of passing an ordinary resolution at the EGM. To the best of the Directors' knowledge, information and belief, no Shareholder is required to abstain from voting on the relevant resolutions for approving the Subscriptions, the Increase in Authorised Share Capital and the re-election of the Directors at the EGM.

The vote of the Shareholders in respect of the Subscriptions, the Increase in Authorised Share Capital and the re-election of the Directors at the EGM will be taken by way of poll.

RECOMMENDATIONS

The Directors consider the terms of the Subscriptions, the Increase in Authorised Share Capital and the re-election of the Directors are fair and reasonable and are in the interests of the Company and the Shareholders as a whole and accordingly, recommend the Shareholders to vote in favour of the proposed resolution as set out in the notice of EGM.

By order of the Board
Aurum Pacific (China) Group Limited
Chan Wai Kit
Co-Chairman

NOTICE OF EGM

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Aurum Pacific (China) Group Limited (the “**Company**”) will be held at 11:30 a.m. on Monday, 31 August 2015 at 9/F, Gloucester Tower, The Landmark, Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the subscription agreement dated 6 June 2015 (“**First Subscription Agreement**”) entered into between the Company as issuer and Beijing Enterprises Medical and Health Resources Company Limited and Starry Chance Investments Limited as subscribers, the subscription agreement dated 7 June 2015 (“**Second Subscription Agreement**”) entered into between the Company as issuer and Apex City International Limited as subscriber and the subscription agreements dated 7 June 2015 entered into between the Company as issuer and Capital Gold Enterprises Limited, Best Global Ventures Limited, First Growth Global Limited, Megaway Investment Limited, Luck Success International Investment Limited, Wide Success International Limited, Trade Gate Holdings Limited, Tseng Ying Hon and Intellectual Property Trade Pte. Ltd as subscribers, (together with the First Subscription Agreement and Second Subscription Agreement, the “**Subscription Agreements**”), in relation to the proposed subscription of a total of 15,000,000,000 new shares of HK\$0.004 each in the share capital of the Company (each a “**Subscription Share**”, and collectively, the “**Subscription Shares**”) at the price of HK\$0.02 per Subscription Share (the principal terms of which are set out in the circular of the Company dated 10 August 2015 (the “**Circular**”) and a copy of which having been produced to this meeting and marked “A” signed by the chairman of the EGM for identification purpose has been tabled at the meeting), be and are hereby approved, ratified and confirmed and any one director of the Company (“**Director**”) be and is hereby authorised to approve any changes and amendments thereto as he/she may consider necessary, desirable or appropriate;

NOTICE OF EGM

- (b) subject to the fulfillment of the conditions of the Subscription Agreements, any one Director be and is hereby authorised to exercise all the powers of the Company and to take all steps as might in his/her opinion be desirable or necessary in connection with the Subscription Agreements, including without limitation, to allot and issue the Subscription Shares in accordance with and subject to the terms and conditions of the Subscription Agreements;
 - (c) all other transactions contemplated under the Subscription Agreements be and are hereby approved and any one Director be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreements, or any of the transactions contemplated under the Subscription Agreements and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the Subscription Agreements) as are, in the opinion of the Director, in the interests of the Company and its shareholders as a whole;
 - (d) subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Subscription Shares; and (ii) the passing of the ordinary resolution as set out in this notice of EGM, the specific mandate be and is hereby granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Subscription Shares pursuant to the Subscription Agreements;
 - (e) the authorised share capital of the Company be increased from HK\$40,000,000 divided into 10,000,000,000 ordinary shares of HK\$0.004 each ("**Share(s)**") to HK\$160,000,000 divided into 40,000,000,000 Shares by the creation of an additional 30,000,000,000 new Shares (the "**Increase of Authorised Share Capital**"); and any one Director of the Company be and is hereby authorised to do all such acts and things and execute all such documents which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase of Authorised Share Capital"
2. "THAT Mr. Chui Chi Yun, Robert be and is hereby re-elected an independent non-executive director of the Company and the Board be and is hereby authorised to fix his remuneration."

NOTICE OF EGM

3. “**THAT** Mr. Zhang Xiaozheng be and is hereby re-elected an executive director of the Company and the Board be and is hereby authorised to fix his remuneration.”
4. “**THAT** Ms. Wong Chi Yan be and is hereby re-elected an executive director of the Company and the Board be and is hereby authorised to fix her remuneration.”

By order of the Board
Aurum Pacific (China) Group Limited
Chan Wai Kit
Co-Chairman

Hong Kong, 10 August 2015

Registered office:

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

Principal place of

business in Hong Kong:
22/F, Hua Fu Commercial Building,
111 Queen's Road West,
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.