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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 SHARE SUBDIVISION
(2) PROPOSED BONUS ISSUE OF SHARES
(3) REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES
(4) RE-ELECTION OF DIRECTORS
AND
(5) NOTICE OF EXTRAORDINARY GENERAL MEETING

Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders



大有融資有限公司
MESSIS CAPITAL LIMITED

A letter from an independent committee of the board of the Company (the “Independent Board Committee”) is set out on page 18 of this circular. A letter from Messis Capital Limited, the independent financial adviser to the Independent Board Committee and the independent shareholders of the Company is set out on pages 19 to 28 of this circular.

A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held at 11:30 a.m. on Monday, 5 January 2015 at Ballroom B, 2/F, The Langham Hong Kong, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong is set out on pages 32 to 36 of this circular. A form of proxy for use at the EGM is also enclosed with this circular.

A form of proxy for use at the EGM is 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.

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.

EXPECTED TIMETABLE

Set out below is the expected timetable for the Share Subdivision and the Bonus Issue:

2014

Despatch of the circular regarding, among other matters,
the Share Subdivision, the Bonus Issue and
the form of proxy for the EGM 17 December

Despatch and publication of the notice of EGM 17 December

2015

Latest Time for lodging the form of proxy for the EGM 3 January

Expected date and time of the EGM 11:30 a.m., 5 January

Publication of announcement of the poll results
of the EGM 5 January

Effective date of the Share Subdivision 6 January

First day of free exchange of existing share certificates
for new share certificates for the Subdivided Shares 6 January

Dealing in Subdivided Shares commences 9:00 a.m., 6 January

Original counter for trading in existing Shares in
board lots of 20,000 Shares temporarily closes 9:00 a.m., 6 January

Temporary counter for trading in Subdivided Shares
in board lots of 100,000 Subdivided Shares
(in the form of existing share certificates) opens 9:00 a.m., 6 January

Last day of dealing in Subdivided Shares on
a cum-entitlement basis in respect of the Bonus Issue 6 January

First day of dealing in Subdivided Shares on
an ex-entitlement basis in respect of the Bonus Issue 7 January

Latest time for lodging transfers form of Subdivided Shares
for determining entitlement to the Bonus Issue 4:30 p.m., 8 January

Closure of register of members of the Company
for determining entitlement to the Bonus Issue 9 January – 12 January
(both days inclusive)

Record Date for determining entitlement to the Bonus Issue 12 January

EXPECTED TIMETABLE

2015

Register of members of the Company re-opens	13 January
Certificates for Bonus Shares to be despatched	19 January
Dealing in Bonus Shares commences	9:00 a.m., 20 January
Original counter for trading in Subdivided Shares in board lots of 20,000 Subdivided Shares (in the form of new share certificates) re-opens	9:00 a.m., 20 January
Commencement of parallel trading in the existing Shares and Subdivided Shares (in the form of existing share certificates and new share certificates)	9:00 a.m., 20 January
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of Subdivided Shares	9:00 a.m., 20 January
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of Subdivided Shares	4:00 p.m., 9 February
Temporary counter for trading in Subdivided Shares in board lots of 100,000 Subdivided Shares (in the form of existing share certificates) closes	4:00 p.m., 9 February
End of parallel trading in existing Shares and Subdivided Shares (in the form of existing share certificates and new share certificates)	4:00 p.m., 9 February
Last day for free exchange of existing share certificates for new share certificates for the Subdivided Shares	11 February

All times stated in this circular refer to Hong Kong times. Dates stated in this circular for events in the timetable are indicative only and may be extended or varied. Any changes to the anticipated expected timetable for the Bonus Issue will be announced as appropriate.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company held on 8 May 2014 in which the Shareholders had approved, among other matters, the Current General Mandate
“Articles”	the articles of association of the Company, and “ Article ” shall mean an article of the Articles
“associates”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bonus Issue”	the proposed allotment and issue of Bonus Shares on the basis of one Bonus Shares for every five Subdivided Shares held on the Record Date by the Qualifying Shareholders
“Bonus Share(s)”	the new Subdivided Share(s) to the allotted, issued and credited as fully paid-up Subdivided Share(s) under the Bonus Issue
“Business Day”	a day (other than a Saturday, Sunday or a public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Company”	Aurum Pacific (China) Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Current General Mandate”	the general mandate approved at the AGM authorising the Directors to allot and issue Shares of up to 20% of the issued share capital of the Company as at the date of passing the relevant ordinary resolution
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held on 5 January 2015 to consider and, if thought fit, to approve the Share Subdivision, the Bonus Issue, the proposed refreshment of the Current General Mandate, the re-election of Directors and the matters contemplated thereunder

DEFINITIONS

“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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent committee of the Board, comprising the independent non-executive Directors, to advise the Independent Shareholders as to the fairness and reasonableness of the refreshment of the Current General Mandate, the voting at the EGM for the refreshment of the Current General Mandate and whether the refreshment of the Current General Mandate are in the interests of the Company and the Shareholders as a whole
“Independent Financial Adviser”	Messis Capital Limited, a licensed corporation under the SFO to conduct Type 1 (dealing in securities) and Type 6 (advising on Corporate Finance) regulated activities under the SFO, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the refreshment of the Current General Mandate
“Independent Shareholder(s)”	Shareholder(s) other than Prime Precision Holdings Limited and its associates
“Latest Practicable Date”	15 December 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Overseas Shareholder(s)”	Shareholder(s) whose address(es) as shown in the register of members of the Company on the Record Date are in jurisdictions outside Hong Kong
“Prohibited Shareholder(s)”	those Overseas Shareholder(s), whose the Board, after marking enquiries pursuant to Rule 17.41(1) of the GEM Listing Rules, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place not extend the Bonus Issue to them (if any)
“Qualifying Shareholders”	Shareholders whose names are shown on the register of members of the Company on the Record Date (and not being Prohibited Shareholders), who are entitled to participate in the Bonus Issue

DEFINITIONS

“Record Date”	12 January 2015, being the record date for determination of entitlements to the Bonus Issue
“Registrar”	Tricor Tengis Limited, the Company’s Hong Kong branch registrar and transfer office
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	existing ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted by way of shareholders’ resolution passing on 8 May 2013
“Share Option(s)”	share option(s) granted or to be granted under the Shareholder Option Scheme entitling the holders thereof to subscribe for Share(s) or Subdivided Share(s) (as the case maybe)
“Share Subdivision”	the subdivision of every existing share (both issued and unissued) of par value of HK\$0.02 into five (5) new Subdivided Shares of par value of HK\$0.004 each as referred to in the paragraph headed “Proposed Share Subdivision” in this circular
“Shareholder(s)”	holder(s) of Share(s) or Subdivided Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	new ordinary share(s) of HK\$0.004 each in the share capital of the Company immediately after the Share Subdivision
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

AURUM PACIFIC (CHINA) GROUP LIMITED

奧栢中國集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8148)

Executive Directors:

Mr. Wen Jialong

Mr. Mo Wai Ming, Lawrence

Mr. Chan Wai Kit

Non-executive Directors:

Mr. Chan Tik Yuen

Mr. Xu Zhigang

Independent non-executive Directors:

Mr. Chan Wai Fat

Mr. Chi Chi Hung, Kenneth

Mr. Chui Kwong Kau

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

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

22/F, Hua Fu Commercial Building

111 Queen's Road West

Hong Kong

17 December 2014

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED SHARE SUBDIVISION
(2) PROPOSED BONUS ISSUE OF SHARES
(3) REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES
(4) RE-ELECTION OF DIRECTORS
AND
(5) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 5 December 2014 relating to the Share Subdivision and the Bonus Issue. As disclosed in the announcement, the Share Subdivision and the Bonus Issue will be subject to, among others, the passing of relevant resolutions by the Shareholders at the EGM approving the Share Subdivision and the Bonus Issue respectively.

Reference is also made to the announcements of the Company dated 10 September 2014 and 13 October 2014 respectively in relation to, among others, the appointment of Mr. Wen Jialong as executive Director and Chairman of the Company, the appointment and the re-designation of Mr. Xu Zhigang as non-executive Director and the appointment of Mr. Chan Wai Kit as executive Director. Pursuant to the Articles, each of Mr. Wen Jialong, Mr. Xu Zhigang and Mr. Chan Wai Kit shall be required to retire from office by rotation and be eligible for re-election at the EGM.

LETTER FROM THE BOARD

The Board also proposes the refreshment of the Current General Mandate subject to the Independent Shareholders' approval. An ordinary resolution will be proposed at the EGM to the Independent Shareholders to consider and, if thought fit, approve the refreshment of the Current General Mandate.

The purpose of this circular is to provide you with the information relating to (i) the Share Subdivision; (ii) the Bonus Issue; (iii) the refreshment of the Current General Mandate to be proposed at the EGM; (iv) the re-election of Directors; (v) the recommendation from the Independent Board Committee to the Independent Shareholders on the refreshment of the Current General Mandate; (vi) the recommendation from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders on the proposed refreshment of the Current General Mandate; and (vii) the notice of EGM.

PROPOSED SHARE SUBDIVISION

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$40,000,000 divided into 2,000,000,000 Shares of HK\$0.02 each, of which 600,000,000 Shares have been issued and are fully paid or credited as fully paid. The Company has no outstanding warrants, convertibles, options or derivatives and conversion rights or other similar rights which are convertible or exchangeable into Shares as at the Latest Practicable Date.

The Board proposes to subdivide each existing issued and unissued Share of HK\$0.02 into 5 Subdivided Shares of HK\$0.004 each. Upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$40,000,000 divided into 10,000,000,000 Subdivided Shares, of which 3,000,000,000 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares will be issued or repurchased after the Latest Practicable Date and prior to the Share Subdivision becoming effective.

The Subdivided Shares will rank *pari passu* in all respects with each other. An application will be made to the Stock Exchange for listing of, and permission to deal in, the Subdivided Shares to be issued and any new Subdivided Shares which may fall to be issued pursuant to the exercise of Share Options to be granted under the Company's Share Option Scheme.

Conditions of Share Subdivision

The Share Subdivision is conditional on:

- (a) the passing by the Shareholders at the EGM of an ordinary resolution approving the Share Subdivision; and
- (b) the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares and any new Subdivided Shares which may fall to be issued pursuant to the exercise of Share Options granted under the Company's Share Option Scheme.

LETTER FROM THE BOARD

Board Lot Size

The Shares are currently traded on the Stock Exchange in board lot size of 20,000 existing Shares. Upon the Share Subdivision becoming effective, the board lot size will be 20,000 Subdivided Shares. Based on the closing price of HK\$0.78 per Share as quoted on the Stock Exchange as at the date of the announcement dated 5 December 2014, (i) after effecting the Share Subdivision alone, the estimated market value per board lot of 20,000 Subdivided Shares will theoretically be lowered to approximately HK\$3,120; and (ii) after effecting both the Share Subdivision and the Bonus Issue, the estimated market value per board lot of 20,000 Subdivided Shares will theoretically be lowered to approximately HK\$2,600.

Based on the closing price of HK\$0.78 per Share as quoted on the Stock Exchange as at the Latest Practicable Date, (i) after effecting the Share Subdivision alone, the estimated market value per board lot of 20,000 Subdivided Shares will theoretically be lowered to approximately HK\$3,120; and (ii) after effecting both the Share Subdivision and the Bonus Issue, the estimated market value per board lot of 20,000 Subdivided Shares will theoretically be lowered to approximately HK\$2,600.

EXCHANGE OF SHARE CERTIFICATES

Subject to the Share Subdivision becoming effective, Shareholders may submit their existing share certificates 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, in exchange for the new share certificates free of charge between 9:00 a.m. and 4:30 p.m. on any Business Day from Tuesday, 6 January 2015 to Wednesday, 11 February 2015 (both dates inclusive). It is expected that the new share certificates will be available for collection within 10 Business Days after the submission of the existing share certificates to the Registrar for exchange.

From Thursday, 12 February 2015 onwards, exchange of existing share certificates for new share certificates can only be made at a cost of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each existing share certificate cancelled or each new share certificate issued, whichever number of share certificates involved is higher.

The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to Monday, 9 February 2015 and thereafter will not be accepted for delivery, trading and settlement purposes. However, all existing share certificates will continue to be good evidence of legal title to such equivalent number of Subdivided Shares.

The new share certificates will be issued in green colour in order to distinguish them from the existing share certificates which are in yellow colour.

LETTER FROM THE BOARD

PROPOSED BONUS ISSUE OF SHARES

Basis of Bonus Issue

Subject to the conditions as set out under the heading “Conditions of Bonus Issue” below, the Bonus Issue is proposed to be made on the basis of one Bonus Share for every five Subdivided Shares held on the Record Date by the Qualifying Shareholders. As at the Latest Practicable Date, the Company has no outstanding warrants, convertibles, options or derivatives and conversion rights or other similar rights which are convertible or exchangeable into Shares. The Bonus Shares will be issued and credited as fully paid at par, by capitalisation of such amount standing to the credit of the share premium account of the Company. On the basis of 3,000,000,000 Subdivided Shares in issue after the Share Subdivision becoming effective, and assuming no further Shares will be issued or repurchased before the Record Date, approximately 600,000,000 Bonus Shares will be issued under the Bonus Issue (representing approximately 16.67% of the issued share capital of the Company after the Share Subdivision becoming effective and as enlarged by the Bonus Issue), and HK\$2,400,000 standing to the credit of the share premium account of the Company will be capitalised for paying up in full at par approximately 600,000,000 Bonus Shares.

Record Date and Closure of Register of Members

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangement for the Prohibited Shareholders are further elaborated below under the heading “Prohibited Shareholders”.

The register of members of the Company will be closed from Friday, 9 January 2015 to Monday, 12 January 2015 in order to determine the entitlements of the Shareholders under the Bonus Issue. In order to qualify for the Bonus Issue, all transfers accompanied by the relevant share certificates must be lodged with the Registrar no later than 4:30 p.m. on Thursday, 8 January 2015.

Prohibited Shareholders

The issue of Bonus Shares to Overseas Shareholders under the Bonus Issue may be affected by the laws of their relevant jurisdictions.

All Shareholders residing outside Hong Kong should consult their bankers and/or other professional advisers as to whether any governmental or other consents are required or other formalities need to be observed to enable them to receive the Bonus Shares.

LETTER FROM THE BOARD

Should there be any Overseas Shareholders whose addresses as shown in the register of members of the Company on the Record Date are in jurisdictions outside Hong Kong, enquiry will be made by the Board pursuant to Rule 17.41(1) of the GEM Listing Rules. Based on the results of such enquiry, if the Board is of the view that the exclusion of the Overseas Shareholders is necessary or expedient, the Bonus Shares will not be granted to the Prohibited Shareholders. In such circumstances, arrangements will be made for the Bonus Shares which would otherwise have been issued to the Prohibited Shareholders, if any, to be sold in the market as soon as practicable after dealings in the Bonus Shares commence. Any net proceeds of sale, after deduction of expenses, will be distributed in Hong Kong dollars to the Prohibited Shareholders, if any, *pro rata* to their respective shareholdings and remittances therefor will be posted to them, at their own risk, unless the amount to be distributed to any such persons is less than HK\$100, in which case it will be retained for the benefits of the Company.

As at the Latest Practicable Date, there were two Overseas Shareholders whose addresses as shown in the register of members of the Company with addresses in the PRC and the British Virgin Islands respectively. The Company has made enquiry from legal advisers in these jurisdictions in relation to the legality of including these Overseas Shareholders in the Bonus Issue and will extend the Bonus Issue to these Overseas Shareholders.

The Bonus Shares are to be issued by the Company with the preference and intention that the Shareholders do not on-sell the Bonus Shares but remain medium to long-term holders of such Bonus Shares. It is the responsibility of the Shareholders (including Overseas Shareholders) to observe the local legal requirements applicable to the Shareholders for taking up and on-sale (if applicable) of the Bonus Shares under the Bonus Issue.

Status of Bonus Shares

The Bonus Shares, upon issued, will rank *pari passu* with the Shares then existing in all respects, including the entitlement of receiving dividends and other distributions the record date for which is on or after the date of allotment and issue of the relevant Bonus Shares.

Fraction of Bonus Shares

The total number of Bonus Shares to be issued to any Shareholders will be rounded down to a whole number, if there are any fractional entitlements of the Bonus Shares. Such fractional entitlements arising from the Bonus Issue (if any) will not be issued to the Shareholders, but will be cancelled by the Company.

LETTER FROM THE BOARD

Conditions of Bonus Issue

The Bonus Issue is conditional upon:

- (i) the Share Subdivision becoming effective;
- (ii) the approval of the Bonus Issue by the Shareholders at the EGM;
- (iii) the Stock Exchange granting the listing of, and permission to deal in, the Bonus Shares and any new Bonus Shares which may fall to be issued pursuant to the exercise of Share Options granted under the Share Option Scheme; and
- (iv) compliance with the relevant legal procedures and requirement (if any) under the applicable laws of the Cayman Islands and the Articles to effect the Bonus Issue.

Application will be made to the Stock Exchange in respect of such listing of, and permission to deal in, the Bonus Shares and any new Bonus Shares which may fall to be issued pursuant to the exercise of Share Options granted under the Company's Share Option Scheme. The Bonus Shares to be issued pursuant to the Bonus Issue are subject to the grant of the listing approval by the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares. Apart from making listing application to the Stock Exchange, the Board does not propose to make application to any other stock exchanges for the listing of and permission to deal in, the Bonus Shares. No securities of the Company are listed or dealt in on any other stock exchanges. No new class of securities is to be listed pursuant to the Bonus Issue and that all necessary arrangements will be made to enable the Bonus Shares to be admitted into the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited.

Certificates for the Bonus Shares will be posted as soon as practicable after all the conditions of the Bonus Issue have been fulfilled at the risk of the Shareholders entitled thereto by ordinary mail to their respective addresses shown on the register of members of the Company on the Record Date.

REASONS FOR SHARE SUBDIVISION AND BONUS ISSUE

Based on the closing price of HK\$0.78 per existing Share as quoted on the Stock Exchange as at 5 December 2014, the market value per board lot of 20,000 existing Shares is HK\$15,600. The Company is of the view that such relatively high market value per board lot will affect the trading liquidity of the shares in the market and considers that it will be in the interest of the Company to improve the trading liquidity and thereby attract more investors and broaden its Shareholders' base. With reference to the market, the Company is of the view that the appropriate market value per board lot should be around HK\$2,500 to HK\$4,000.

LETTER FROM THE BOARD

The proposed Share Subdivision will decrease the nominal value and trading price of each Share and increase the total number of Shares in issue. The proposed Bonus Issue by way of capitalisation of a portion of the share premium account will increase both the issued share capital and the number of the Shares.

The Board is of the view that the increase in the number of Shares of the Company as a result of the Share Subdivision and the Bonus Issue will improve the liquidity in trading of the Shares, thereby enabling the Company to attract more investors and broaden the Shareholders' base eventually. As such, the Board considers that the implementation of the Share Subdivision is in the interests of the Company and its Shareholders as a whole.

Given that the par value of HK\$0.02 per Share, a simple share subdivision of 1 existing Share into six subdivided shares will cause fractional par value. Moreover, since the Shareholders are entitled to vote the Share Subdivision and the Bonus Issue separately at the EGM, the current proposed corporate action will allow Shareholders to have further flexibility to consider whether to approve the Share Subdivision alone or to approve both the Share Subdivision and the Bonus Issue.

While the proposed reduction of the board lot size can also improve the liquidity of the shares, the Board considers that it should be subject to its Shareholders to consider and approve the appropriate board lot value and the current proposal allows flexibility for the Shareholders to consider whether to approve the Share Subdivision alone or to approve both the Share Subdivision and the Bonus Issue.

Set out below is the comparison of the advantages and disadvantages of the different methods which may improve the liquidity of the Company's shares.

1. Reduction of Board Lot Size

Advantages

No shareholders' approval is needed and no general meeting is required to be held.

A relatively simple way to improve liquidity of shares in comparison with share subdivision or bonus issue.

Disadvantages

Shareholders have no flexibility to approve such reduction.

The nominal value per Share remain unchanged.

LETTER FROM THE BOARD

2. A simple share subdivision without bonus issue

Advantages

Shareholders have the right to approve the corporate action.

The nominal value per Share will be reduced.

Disadvantages

Shareholders' approval will be required.

Adjustment to trading prices for each subdivided shares will be required.

3. A simple share subdivision with bonus issue

Advantages

Shareholders have the right to approve the corporate action.

The nominal value of the Shares will be reduced.

Shareholders have the flexibility to determine the proposed board lot value by considering whether to approve the bonus issue or not.

Disadvantages

Shareholders' approval will be required for each of share subdivision and bonus issue separately.

Adjustment to trading prices for each subdivided shares will be required.

As mentioned above, an adjustment will be made on the Share price as a result of the Share Subdivision and the Bonus Issue. If the Company's Share price approach towards the extremity of HK\$0.01, the Company will change its trading method or proceed with a share consolidation as required under the GEM Listing Rule 17.76. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares or the Subdivided Shares.

Other than the expenses to be incurred (including printing charges and professional fees) by the Company in relation to the Share Subdivision and the Bonus Issue, save for the increase in issued share capital of the Company by way of capitalisation of a portion of the share premium account as a result of the Bonus Issue, the implementation thereof will not affect the underlying assets, business operations, management or financial position of the Group.

LETTER FROM THE BOARD

CURRENT GENERAL MANDATE

At the AGM, the Shareholders approved, among other things, an ordinary resolution for granting to the Directors the Current General Mandate to allot and issue not more than 100,000,000 Shares, being 20% of the entire issued share capital of the Company of 500,000,000 Shares as at the date of passing of the relevant resolution.

Reference is made to the announcements of the Company dated 29 September 2014 and 9 October 2014. On 9 October 2014, a total of 50,000,000 Shares were allotted and issued under the Current General Mandate by way of placing of new Shares. Reference is also made to the announcements of the Company dated 7 November 2014 and 26 November 2014. On 9 October 2014, a total of 50,000,000 Shares were allotted and issued under the Current General Mandate by way of placing of new Shares. After the issue and allotment of the new Shares, the Current General Mandate had been fully utilized and all 100,000,000 Shares, representing the total number of Shares which may be allotted and issued under the Current General Mandate have been allotted and issued.

As at the Latest Practicable Date, the Company has not made any refreshment of the Current General Mandate since the AGM and there are no outstanding options, warrants, convertible securities or other rights to subscribe for Shares.

PROPOSED REFRESHMENT OF THE CURRENT GENERAL MANDATE

The Company will convene the EGM at which an ordinary resolution will be proposed to the Independent Shareholders that the Directors be granted the general mandate to allot and issue Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant ordinary resolution at the EGM.

As at the Latest Practicable Date, the Company had an aggregate of 600,000,000 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the refreshment of the Current General Mandate and on the basis that no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the EGM, the Company would be allowed to allot and issue up to 120,000,000 Shares (equivalent to 600,000,000 Subdivided Shares), being 20% of the total number of Shares in issue as at the Latest Practicable Date.

The refreshed Current General Mandate will expire at the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the date by which the next annual general meeting of the Company is required to be held by law or by the Articles; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company prior to the next annual general meeting of the Company.

LETTER FROM THE BOARD

REASONS FOR THE REFRESHMENT OF THE CURRENT GENERAL MANDATE

The Group is principally engaged in communications software platform.

As explained in the paragraph headed “Current General Mandate” above, the Current General Mandate had been fully utilized.

In order to provide additional flexibility to allow the Company to grasp appropriate fund raising opportunities, the Board believes that the refreshment of the Current General Mandate are in the best interests of the Company and the Shareholders as a whole by maintaining the financial flexibility necessary for the Group’s future business expansion and development as well as to cater for future funding requirement of the Group. The Board considers equity financing to be an important avenue of resources to the Group since it does not create any interest paying obligations on the Group. In appropriate circumstances, the Group will also consider other financing methods such as debt financing or internal cash resources to fund its future business development.

The Directors have no concrete plan for raising capital by issuing new Shares as at the Latest Practicable Date, and there is currently no concrete proposal presented by potential investors for investment in the Shares. Nevertheless, the Board is now proposing to seek the approval of Independent Shareholders at the EGM for the refreshment of the Current General Mandate such that, should attractive terms for investment in the Shares become available from potential investors, the Board would be able to respond to the market promptly as fund raising exercise pursuant to a general mandate provides the Company with a more simple and less lead time process than other types of fund raising exercises as well as to avoid the uncertainties in such circumstances that specific mandate may not be obtained in a timely manner. The Directors consider that funding requirements or appropriate investment opportunities may or may not arise at any time prior to the next annual general meeting. If such opportunities arise prior to the next annual general meeting, decisions may have to be made within a limited period of time.

If any potential investors offer attractive terms for investment in the Shares subject to the then market conditions, the Directors will consider and may conduct an equity fund raising exercise by issuing new Shares, the proceeds of which may be used as general working capital and/or supporting the Group’s future business development. Announcement(s) will be made by the Company in the event any concrete fund raising plan arises as and when appropriate.

LETTER FROM THE BOARD

There has not been any refreshment of the Current General Mandate since the AGM. Save for the use of the Current General Mandate since the AGM as mentioned in the paragraph headed “Current General Mandate” above, the following table summarises the fund raising activity by the Company in the past twelve months immediately prior to the Latest Practicable Date:

Date of initial announcement	Event	Net proceeds	Intended use of net proceeds	Actual use of net proceeds as at the Latest Practicable Date
29 September 2014	Placing of 50,000,000 new Shares at the placing price of HK\$0.65 per Share pursuant to the placing agreement entered into between the Company and the placing agent dated 26 September 2014	Approximately HK\$31.5 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 financial of all or part of the funding needs of the proposed subscription as disclosed in the announcement of the Company dated 29 September 2014, which has been lapsed two months thereafter as at the Latest Practicable Date	The net proceeds has been applied as general working capital of the Group and/or future investments of the Group, which includes but not limited the payment of the refundable deposit of HK\$23 million under a memorandum of understanding in relation to the proposed acquisition as disclosed in the announcement of the Company dated 13 October 2014.
7 November 2014	Placing of 50,000,000 new Shares at the placing price of HK\$0.65 per Share pursuant to the placing agreement entered into between the Company and the placing agent dated 7 November 2014	Approximately HK\$31.5 million	To be applied for general working capital of the Group and/or future investments of the Group	The net proceeds have not been utilised yet and is deposited in the bank accounts of the Group. It is contemplated that all of the net proceeds will be applied towards to the remaining balance of the consideration as disclosed in the announcement of the Company dated 11 December 2014.

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

LETTER FROM THE BOARD

In view of the above, the Directors consider that the refreshment of the Current General Mandate is in the best interests of the Company and the Shareholders as a whole.

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee which comprises Mr. Chan Wai Fat, Mr. Chi Chi Hung, Kenneth and Mr. Chui Kwong Kau, all being the independent non-executive Directors, has been established to advise the Independent Shareholders on the refreshment of the Current General Mandate.

Messis Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the Current General Mandate.

The Independent Board Committee and the Directors, having taken into account the advice of the Independent Financial Adviser, consider that the refreshment of the Current General Mandate are in the interests of the Company and the Shareholders as a whole and is fair and reasonable so far as the Independent Shareholders are concerned and accordingly recommend the Independent Shareholders to vote in favour of the ordinary resolution which will be proposed at the EGM for approving the refreshment of the Current General Mandate.

The text of the letter from the Independent Board Committee is set out on page 18 of this circular and the text of the letter from the Independent Financial Adviser containing its advice is set out on pages 19 to 28 of this circular.

RE-ELECTION OF DIRECTORS

According to Article 111, any Director appointed in the case of filling a casual vacancy shall hold office only until the next following general meeting and shall then be eligible for re-election shall retire from office by rotation.

In accordance with Articles, Mr. Wen Jialong, Mr. Chan Wai Kit and Mr. Xu Zhigang will retire from office by rotation and be eligible for re-election at the EGM.

Biographical details in respect of Mr. Wen Jialong, Mr. Chan Wai Kit and Mr. Xu Zhigang required to be disclosed under the GEM Listing Rules, are set out in Appendix to this circular.

GENERAL INFORMATION

Your attention is also drawn to the letter of advice from the Independent Financial Adviser set out on pages 19 to 28 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders in connection with the refreshment of the Current General Mandate and the letter from the Independent Board Committee set out on page 18 of this circular which contains its recommendation to the Independent Shareholders in relation to the refreshment of the Current General Mandate.

LETTER FROM THE BOARD

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 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 5 January 2015 at Ballroom B, 2/F, The Langham Hong Kong, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong is set out on pages 32 to 36 of this circular for the purpose of considering and, if thought fit, passing the resolution set out therein.

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 and return enclosed proxy form in accordance with the instructions printed thereon 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 refreshment of the Current General Mandate will be subject to the Independent Shareholders' approval by way of passing an ordinary resolution at the EGM at which any of the controlling Shareholders and their respective associates, or where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executives and all their respective associates shall abstain from voting in favour of the resolution approving the refreshment of Current General Mandate.

As at the Latest Practicable Date, Prime Precision Holdings Limited was interested in 212,483,700 Shares, representing approximately 35.41% of the issued share capital of the Company.

Accordingly, Prime Precision Holdings Limited and its associates are required to abstain from voting in favour of the resolution regarding the refreshment of the Current General Mandate.

The Board has been advised by Prime Precision Holdings Limited that it and its associates have no intention to vote against the resolution to approve the refreshment of the Current General Mandate.

The vote of the Independent Shareholders in respect of the refreshment of the Current General Mandate at the EGM will be taken by way of poll.

LETTER FROM THE BOARD

Save as disclosed above, to the best of the Director's knowledge, information and belief having made all reasonable enquiries, no other Shareholder is required to abstain from voting on the proposed resolution on the refreshment of the Current General Mandate at the EGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest in the Share Subdivision, the Bonus Issue and the re-election of the Directors which is different from other Shareholders, no Shareholders is required to abstain from voting on the resolutions approving the Share Subdivision, the Bonus Issue and the re-election of the Directors.

RECOMMENDATIONS

The Directors consider the Share Subdivision, the Bonus Issue, the re-election of Directors and the proposed refreshment of the Current General Mandate is in the interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders or the Independent Shareholders to vote in favour of the proposed resolutions as set out in the notice of EGM.

The Independent Board Committee, having taken into account the advice of the Independent Financial Advisers in relation to the refreshment of the Current General Mandate, is of the opinion that the refreshment of the Current General Mandate is in the best interest of the Company and is fair and reasonable so far as the Independent Shareholders are concerned and accordingly recommends the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM for approving the refreshment of the Current General Mandate.

By order of the Board
Aurum Pacific (China) Group Limited
Wen Jialong
Chairman

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)

17 December 2014

To the Independent Shareholders

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

We refer to the circular of the Company dated 17 December 2014 (the “**Circular**”) of which this letter forms part. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Circular.

We have been appointed by the Board to advise the Independent Shareholders as to whether the terms of the proposed refreshment of the Current General Mandate are fair and reasonable so far as the Independent Shareholders are concerned. Messis Capital Limited has been appointed as the independent financial adviser to advise us in this respect.

Having considered the principal reasons and factors considered by, and the advice of, Messis Capital Limited as set out in its letter of advice to us on pages 19 to 28 of the Circular, we are of the opinion that the refreshment of the Current General Mandate is in the interests of the Company and the Shareholders as a whole and the terms of which are fair and reasonable so far as the Company and the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the refreshment of the Current General Mandate.

Yours faithfully,

For and on behalf of the Independent Board Committee

Mr. Chan Wai Fat
*Independent non-executive
Director*

Mr. Chi Chi Hung, Kenneth
*Independent non-executive
Director*

Mr. Chui Kwong Kau
*Independent non-executive
Director*

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of the letter from the Independent Financial Adviser which sets out its advice to the Independent Board Committee and the Independent Shareholders for inclusion in this circular.



大有融資有限公司
MESSIS CAPITAL LIMITED

17 December 2014

*To: The Independent Board Committee and the Independent Shareholders of
Aurum Pacific (China) Group Limited*

Dear Sir/Madam,

PROPOSED REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

INTRODUCTION

We refer to our engagement as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the Current General Mandate, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular (the “**Circular**”) of the Company to the Shareholders dated 17 December 2014, of which this letter forms part. Terms used in this letter have the same meanings as defined in the Circular unless the context otherwise requires.

Pursuant to Rule 17.42(A)(1) of the Listing Rules, the refreshment of the Current General Mandate requires the approval of the Independent Shareholders at the EGM at which any of the controlling Shareholders and their associates, or where there are no controlling Shareholders, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolution regarding the granting of the new general mandate (the “**New General Mandate**”) to be proposed at the EGM. To the best of the Company’s information and belief after having made reasonable enquiries, as at the Latest Practicable Date, Prime Precision Holdings Limited was interested in 212,483,700 Shares, representing 35.41% of the Shares, respectively, and controlled the voting rights in respect of these Shares. Accordingly, Prime Precision Holdings Limited and its associates are required to abstain from voting in favour of the resolution approving the granting of the New General Mandate as set out in the Notice.

The Independent Board Committee comprising Mr. Chan Wai Fat, Mr. Chi Chi Hung, Kenneth and Mr. Chui Kwong Kau, all being independent non-executive Directors, has been established to advise whether the granting of the New General Mandate is in the interest of the Company and the Independent Shareholders as a whole and to advise the Independent Shareholders on how to vote. We, MESSIS Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Other than this appointment as the Independent Financial Adviser to the Independent Board Committee for the refreshment of the Current General Mandate, we have no relationships or interests with the Company and any other parties that could reasonably be regarded as relevant to our independence. We are hence independent from the Company pursuant to Rule 17.97 of the GEM Listing Rules.

BASIS OF OUR ADVICE

In arriving at our recommendation, we have relied on the information and facts provided by the Company and have assumed that any representations made to us are true, accurate and complete. We have also relied on the statements, information, opinions and representations contained in the Circular and the information and representations provided to us by the Directors and the management of the Company. We have assumed that all information, representations and opinions contained or referred to in the Circular and all information, representations and opinions which have been provided by the Directors and the management of the Company for which they are solely responsible, are true and accurate at the time they were made and will continue to be accurate at the date of the despatch of the Circular.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in the Circular have been arrived at after due and careful consideration and there are no other facts not contained in the Circular the omission of which would make any such statement contained in the Circular misleading. We consider that we have been provided with sufficient information on which to form a reasonable basis for our opinion. We have no reason to suspect that any relevant information has been withheld, nor are we aware of any fact or circumstance which would render the information provided and representations and opinions made to us untrue, inaccurate or misleading. Having made all reasonable enquiries, the Directors have further confirmed that, to the best of their knowledge, they believe there are no other facts or representations the omission of which would make any statement in the Circular, including this letter, misleading. We have not, however, carried out any independent verification of the information provided by the Directors and management of the Company, nor have we conducted any independent investigation into the business and affairs of the Group.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion to the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the Current General Mandate, we have taken the following principal factors and reasons into consideration:

1. Background and reasons for the refreshment of the Current General Mandate

The Company is an investment holding company. The Group is an information technology solutions provider which principally engages in the development and marketing of patented server based technology and the provision of communication software platform and software related services in Hong Kong and the PRC.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

At the annual general meeting of the Company held on 8 May 2014, the Shareholders approved, among other things, ordinary resolution to approve the granting of the Current General Mandate to the Directors to allot, issue and deal with up to 100,000,000 Shares, being 20% of the entire issued share capital of the Company as at the date of the annual general meeting.

As at the Latest Practicable Date, the Current General Mandate was fully utilised and all 100,000,000 Shares, representing the total number of Shares which may be allotted and issued under the Current General Mandate have been allotted and issued. In order to maintain financial flexibility for the Company to grasp appropriate fund raising opportunities for its proposed transaction to be discussed below as well as its future business development as and when an opportunity arises, the Board proposes to seek the approval of Independent Shareholders at the EGM to grant the New General Mandate such that the Directors will be granted the authority to issue, allot and deal with new Shares not exceeding 20% of the total issued share capital of the Company at the date of EGM.

As a step in consolidating its foothold in the information technology industry, on 23 June 2014, Star Regal Investments Limited, a wholly-owned subsidiary of the Company, and Refine Skill Limited entered into a sale and purchase agreement, pursuant to which Refine Skill Limited conditionally agreed to sell, and the Company agreed to purchase the entire issued share capital of KanHan Educational Services Limited at the consideration of HK\$6,500,000. KanHan Educational Services Limited is principally engaged in the provision of website development, electronic learning products and services for educational institutions. KanHan Educational Services Limited wholly-owns 廣州看普軟件科技有限公司, which is principally engaged in research and development of software and hardware for computer, and digital and audio equipment. Details of the said acquisition are contained in the announcement of the Company dated 23 June 2014. The consideration of HK\$6,500,000 is to be satisfied in cash by the Company in full upon completion. Completion of the said acquisition took place on 27 June 2014 following the fulfillment of the conditions precedent to the sale and purchase agreement. As advised by the management of the Company, the consideration was settled in cash on 27 June 2014.

On 26 September 2014, the Company entered into a memorandum of understanding with Dragon China Enterprise Holdings Limited (龍華企業控股有限公司) regarding the proposed subscription (the “**Lapsed Subscription**”) of 51% of the enlarged issued share capital in Dragon China Enterprise Holdings Limited by the Company. Subject to the results of the due diligence review and the entering into the formal agreement, the total consideration for the Lapsed Subscription is expected to be around HK\$15 million comprising of HK\$12 million payable in cash and HK\$3 million to be settled by issuance of consideration Shares. Dragon China Enterprise Holdings Limited, together with its principal subsidiaries, is principally engaged in providing an online business-to-business trading platform for the construction materials purchasers and suppliers to conduct businesses. As advised by the management of the Company, the aforesaid memorandum of understanding has lapsed two months thereafter as at the Latest Practicable Date.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

To expand its software business in the PRC, on 13 October 2014, the Company (as the prospective purchaser) entered into a memorandum of understanding (the “**MOU**”) with Mr. Lai Huamin (as the prospective vendor) regarding the proposed acquisition (the “**Acquisition**”) of the 51% equity interest in 深圳州富網絡科技有限公司 (in English, for identification purpose only, Shenzhen Zhoufu Internet Technology Company Limited, “**Shenzhen Zhoufu**”) for an intended consideration of approximately HK\$80,000,000, subject to the terms and conditions of the formal agreement. Shenzhen Zhoufu is principally engaged in custom-made software development services including urban grid management system, internet marketing and other projects. Details of the proposed Acquisition are contained in the announcement of the Company dated 13 October 2014. The intended consideration for the proposed Acquisition, which has not yet been finalised, may be satisfied by the Company in any forms as the Company and the prospective vendor may agree upon signing of the formal agreement. Pursuant to the MOU, a sum of HK\$23,000,000 has been paid in cash by the Company to the prospective vendor within 7 business days after signing of the MOU as a refundable deposit.

As announced by the Company on 11 December 2014 (the “**Announcement**”), on the even day, the Company and Mix Billion Holdings Limited (the “**Vendor**”) entered into an acquisition agreement (the “**Acquisition Agreement**”) regarding the Acquisition, pursuant to which the Company agreed to acquire and the Vendor agreed to sell the entire issued share capital of Native Hope Limited (the “**Target Company**”, and together with its subsidiaries, the “**Target Group**”) at a consideration of HK\$90,000,000. The Target Company holds 51% equity interests of Shenzhen Zhoufu. The consideration for the Acquisition is HK\$90,000,000 which shall be satisfied by the Company in the following manner (or such other manner as the parties to the Acquisition Agreement may agree):

- (a) HK\$23,000,000, being the deposit and the part payment towards the consideration for the Acquisition, has been paid by the Company to Mr. Lai Huamin, the guarantor, in accordance with the terms of the MOU and the parties to the Acquisition Agreement agree that deposit shall be part of the consideration;
- (b) HK\$37,000,000 shall be payable by the Company to the Vendor by way of cheque within seven working days of the date of the Acquisition Agreement;
- (c) HK\$10,000,000 shall be payable by the Company to the Vendor by way of cheque within seven working days of the issue of the audited accounts of the Target Group for the year ending 31 December 2015;
- (d) HK\$10,000,000 shall be payable by the Company to the Vendor by way of cheque within seven working days of the issue of the audited accounts of the Target Group for the year ending 31 December 2016; and
- (e) HK\$10,000,000 shall be payable by the Company to the Vendor by way of cheque within seven working days of the issue of the audited accounts of the Target Group for the year ending 31 December 2017.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Vendor and Mr. Lai Huamin have irrevocably guaranteed and warranted to the Company with respect to the audited profits of the Target Group after taxation but before extraordinary or exceptional items attributable to the Company for the three years ending 31 December 2015, 2016 and 2017. In the event that there is shortfall in the actual audited net profit of the Target Group attributable to the Company for each of the three years ending 31 December 2015, 2016 and 2017 as compared with that of the guaranteed profit for the relevant financial year, the Vendor shall pay to the Company an amount calculated according to the formulas as set out in the Announcement. The Company may also elect to deduct the amount payable by the Vendor from the consideration in the event that the profit guarantee cannot be met. Completion will take place on the third Business Day after the fulfilment of all the conditions of the Acquisition Agreement (or such other date as the parties thereto may agree). As at the Latest Practicable Date, the Acquisition was not completed. Further details of the Acquisition are contained in the Announcement.

In view of the potential funding needs arising from the Acquisition and for the general working capital of the Group as well as future investment opportunities, the Group has carried the following fund raising exercises under the Current General Mandate. On 29 September 2014, the Company entered into a placing agreement (the “**First Placing**”), pursuant to which an aggregate of 50,000,000 Shares shall be placed by the placing agent at the price of HK\$0.65 per Share. The 50,000,000 Shares shall be allotted and issued under the Current General Mandate, representing approximately 50.00% of the Current General Mandate. On 9 October 2014, the First Placing was completed following fulfillment of all conditions precedent to the placing agreement. The net proceeds from the First Placing are approximately HK\$31.5 million. The net proceeds from the First Placing are intended to be used for 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 Lapsed Subscription which has lapsed two months thereafter as at the Latest practicable Date.

The Group has also carried another fund raising exercises which have utilised the Current General Mandate. The Company entered into another placing agreement on 7 November 2014 (the “**Second Placing**”), pursuant to which an aggregate of 50,000,000 Shares were placed by the placing agent at the price of HK\$0.65 per Share. The 50,000,000 Shares shall be allotted and issued under the Current General Mandate, representing approximately 50.00% of the Current General Mandate. On 26 November 2014, the Second Placing was completed following fulfillment of all conditions precedent to the placing agreement. The net proceeds from the Second Placing are approximately HK\$31.5 million. The net proceeds from the Second Placing are intended to be used for general working capital of the Group and/or future investments of the Group. The Current General Mandate has been fully utilized after the completion of the above placing exercises, and no more Share can be allotted and issued under the Current General Mandate should no refreshment of the Current General Mandate is sought before the next annual general meeting of the Company which is expected to be held only in around May 2015.

We have analysed, on the other hand, the latest financial position of the Group. Based on the unaudited consolidated statement of financial position as contained in the interim report of the Company for the six months ended 30 June 2014, the Group recorded net current assets of approximately HK\$20.75 million, down from that of HK\$29.06

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

million as at 31 December 2013. It is noted that the cash and bank balances of the Group as at 30 June 2014 amounted to approximately HK\$23.02 million, down from that of HK\$44.28 million as at 31 December 2013, while the amount of bank loans amounted to approximately HK\$1 million only, representing a net cash (cash and bank balances net of borrowings) of approximately HK\$22.02 million. However, it is noted that the Group recorded a loss from continuing operations of approximately HK\$2.08 million for the six months ended 30 June 2014, as compared with a profit of approximately HK\$0.28 million for the prior corresponding period.

Considering the funding needs arising from the Acquisition as discussed above, we consider that the granting of the New General Mandate is necessary for the Group to maintain financial flexibility. As at the Latest Practicable Date, the Company had an aggregate of 600,000,000 Shares in issue. Subject to the passing of the ordinary resolution approving the granting of the New General Mandate and on the basis that no further Shares are issued and/or repurchased by the Company from the Latest Practicable Date up to the date of the EGM, the New General Mandate would allow the Directors to issue, allot and deal with up to 120,000,000 new Shares, representing 20% of the total issued share capital of the Company as at the Latest Practicable Date.

Having considered that (i) the Current General Mandate is fully utilised, and it is expected that the next annual general meeting will not take place until May 2015; and (ii) the funding needs arising from the Acquisition, we are of the view that the granting of the New General Mandate would provide the Company with necessary financing flexibility for its potential financing needs for the Acquisition and any future investments and business developments as and when they arise in a timely manner, as well as means for improving its working capital position of the Company when necessary, and are therefore of the view that the granting of New General Mandate is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

2. Fund raising activities of the Company during the past twelve months

Set out below is the fund raising activity of the Company during the past twelve months immediately prior to the Latest Practicable Date:

Date of announcement	Transaction	Net proceeds	Intended use of net proceeds	Actual use of net proceeds
29 September 2014	Placing of 50,000,000 new Shares at the placing price of HK\$0.65 per Share pursuant to the placing agreement entered into between the Company and the placing agent	Approximately HK\$31.5 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 Lapsed Subscription which has lapsed two months thereafter as at the Latest practicable Date.	The net proceeds has been applied as general working capital of the Group and/or future investments of the Group, which includes but not limited to the payment of the refundable deposit of HK\$23 million under the MOU.
7 November 2014	Placing of 50,000,000 new Shares at the placing price of HK\$0.65 per Share pursuant to the placing agreement entered into between the Company and the placing agent	Approximately HK\$31.5 million	To be applied as general working capital of the Group and/or future investments of the Group.	The net proceeds have not been utilised yet and is deposited in the bank accounts of the Group. It is contemplated that all of the net proceeds will be applied towards to the remaining balance of the consideration for the Acquisition.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Save as disclosed above, the Company had not conducted any other equity fund raising activities in the past twelve months immediately preceding the Latest Practicable Date.

The net proceeds from the Second Placing and part of the First Placing have not been fully utilised as at the Latest Practicable Date, but are expected to be applied for investments of the Group. The Directors consider that the granting of the New General Mandate is intended to provide financial flexibility to the Company in view of its current funding needs arising from the Acquisition and for future investments as and when they arise. As advised by the management of the Company, no such investment opportunities has been identified as at the Latest Practicable Date. In view of the above, the Board considers the use of general mandate is crucial in a competitive and rapidly changing investment environment and in times of volatile market conditions and the New General Mandate, which may or may not be utilised, is in the interests of the Company and the Shareholders as a whole.

We concur with the Director's view that the granting of the New General Mandate is fair and reasonable, and in the interest of the Company and its Shareholders as a whole as it offers the Group the financial flexibility for both current and future funding needs, taking into account the financial position of the Group.

3. Other financing alternatives

As advised by the Company, apart from equity financing, the Group will also consider other financing alternatives such as debt financing and bank borrowings before making any investment decisions. The Group will consider the cost and other terms of the funding before deciding on the means of financing in order to maximum the benefit to the Shareholders. Furthermore, these alternatives may be subject to lengthy due diligence and negotiations. The Group will consider other pre-emptive equity financing methods such as rights issue and open offer as compared with the equity financing under the New General Mandate, taking into the timing of the funding needs as compared with the time required for carrying a rights issue/open offer, the then market condition, and the interest expressed by and the terms offered by any prospective underwriters in respect of rights issue/open offer, which we consider reasonable factors to take into consideration when deciding the merits of such pre-emptive equity financings. The Directors advised us that they would exercise due and careful consideration when choosing the best method of financing for the Group.

We consider that the granting of the New General Mandate will provide the Company with an additional financing alternative and it is reasonable for the Company to have the flexibility in deciding the financing methods, among the various means of financing, including but not limited to equity financing either under the New General Mandate or a specific mandate, pre-emptive equity financing and debt financing, for its future business development and the efficient use of its funds. Based on the above, we are of the view that the granting of the New General Mandate is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

4. Potential dilution to Independent Shareholders' shareholdings

Set out below is a table showing (i) the shareholding structure of the Company as at the Latest Practicable Date; and (ii) for illustrative purpose, upon full utilisation of the New General Mandate assuming no new Shares will be issued and/or repurchased by the Company between the Latest Practicable Date and the EGM:

	As at the Latest Practicable Date		Immediately upon full utilisation of the New General Mandate	
	<i>No. of Shares</i>	<i>approximate</i>	<i>No. of Shares</i>	<i>approximate</i>
Shareholders				
Prime Precision Holdings				
Limited (<i>Note 1</i>)	212,483,700	35.41%	212,483,700	29.51%
Wen Jialong (<i>Note 2</i>)	90,000,000	15.00%	90,000,000	12.50%
Maximum number of new Shares can be issued pursuant to the New General Mandate if granted	–	–	120,000,000	16.67%
Public Shareholders	<u>297,516,300</u>	<u>49.59%</u>	<u>297,516,300</u>	<u>41.32%</u>
 Total	 <u>600,000,000</u>	 <u>100.00%</u>	 <u>720,000,000</u>	 <u>100.00%</u>

Notes:

1. Prime Precision Holdings Limited, a company incorporated in the British Virgin Islands, in which the entire issued share capital is beneficially and ultimately owned by Mr. Lau Man Tak, who was an executive director of the Company and resigned on 10 September 2014.
2. Mr. Wen Jialong is an executive Director and chairman of the Company.

As illustrated in the table above, assuming no Shares will be issued and/or repurchased by the Company from the Latest Practicable Date to the date of the EGM, 120,000,000 new Shares can be issued upon full utilisation of the New General Mandate, representing 20% of the issued share capital as at the date of EGM, and the aggregate shareholding of the existing public Shareholders will decrease from approximately 49.59% as at the Latest Practicable Date to approximately 41.32% upon full utilisation of the New General Mandate, representing a potential maximum decrease in shareholding of approximately 8.27%.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Taking into account that the granting of the New General Mandate (i) would allow the Company to raise capital by allotment and issuance of new Shares before the next annual general meeting; (ii) would provide more flexibility and options of financing to the Group for its current and future business development as well as for other potential future investments and/or acquisitions as and when such opportunities arise; (iii) the above flexibility outweigh the dilution effect of the existing Shareholders as the Company is able to respond in a time and effective manner to take advantages of any material investment opportunities for the benefit of the Company and its Shareholders as a whole; (iv) the possible acquisitions engaged by the Group and the timely funding need as a consequence; and (v) the shareholding interests of all Shareholders in the Company will be diluted in proportion to their respective shareholdings upon any utilisation of the New General Mandate, we are of the opinion that the potential dilution to the shareholdings of the public Shareholders as just mentioned is acceptable.

RECOMMENDATIONS

Having taken into account the principal factors and reasons referred to the above, we are of the opinion that the granting of the New General Mandate is in the interests of the Company and the Shareholders as a whole. Accordingly, we would recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the granting of the New General Mandate.

Yours faithfully,
For and on behalf of
Messis Capital Limited

Robert Siu
Managing Director

Mr. Robert Siu is a licensed person registered with the SFC and regarded as a responsible officer of MESSIS Capital Limited to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO and has over 15 years of experience in corporate finance industry.

MR. WEN JIALONG

Mr. Wen aged 45, has been appointed as an executive Director and Chairman of the Company on 10 September 2014. He is a Deputy to the 12th Guangdong Provincial People's Congress (廣東省第十二屆人民代表大會代表) and member of the 4th term Committee of the Baoan District Committee of the Chinese Peoples' Political Consultative Conference (中國人民政治協商會議深圳市寶安區第四屆委員會委員), the President of the Guangdong Small Commodity Association (廣東省小商品協會會長) and the Shenzhen Small Commodity Association (深圳市小商品協會會長). He is also the President (Starlight) of Elderly Association, Shenzhen (深圳市老年協會星光會長). He is an honorary doctor of the International American University, and is an honorary fellow of the Oxford Centre for Leadership and Society of Business Practitioners of England.

Mr. Wen has over 15 years of experience in the production of wires and cables, jacks and connectors used in electronic, automobile and computer products and about 2 years of experience in running small commodity trading centre for a variety of products including household appliances, fashion accessories, gifts and watches and jewellery in Shenzhen, PRC. Further, he also has extensive experience in project running and capital operations and is an experienced entrepreneur. Mr. Wen is a executive director and chairman of Wing Lee Holdings Limited, a company listed on the Stock Exchange (stock code: 876). He is currently the director of Cancare Group (H.K.) Limited and Cancare China Merchants Group (HK) Limited, and the vice-chairman of 3D-GOLD Enterprises Development (Shenzhen) Company Limited and 3D-GOLD Jewellery Company Limited, subsidiaries of Hong Kong Resources Holdings Company Limited, a company listed on the Stock Exchange (stock code: 2882). Mr. Wen was an executive director of Green International Holdings Limited, a company listed on the Stock Exchange (stock code: 2700) from 5 September 2013 to 15 January 2014.

Save as disclosed above, Mr. Wen did not hold any directorships in any other listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Wen holds 90,000,000 shares in the Company, which represents 15% of its issued share capital. Save as disclosed above, Mr. Wen did not have any other interest in the shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

As at the Latest Practicable Date, there is no service contract between Mr. Wen 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. Mr. Wen is entitled to a director's fee of HK\$1,200,000 per annum. The emoluments to Mr. Wen 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.

Mr. Wen is not connected with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company as defined in the GEM Listing Rules. Save as disclosed above, there is no other information

required to be disclosed in relation to the appointment of Mr. Wen pursuant to any of the requirements of the rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the shareholders of the Company.

MR. CHAN WAI KIT

Mr. Chan aged 31, holds a Bachelor Degree in Information System and a Master Degree of Accounting from Curtin University of Technology, Australia. Mr. Chan has joined the Group from September 2014 and is currently an executive Director and Vice President of the Company and the director of some subsidiaries of the Group. Mr. Chan is currently the international business development manager of Pearl Oriental Oil Limited, a company listed on the Stock Exchange (stock code: 632). He is also a director and vice president of SZ Enterprise Union Finance Limited, a subsidiary of Wing Lee Holdings Limited, a company listed on the Stock Exchange (stock code: 876). And Mr. Chan is currently a company secretary of Titanium Group Limited, a company quoted on OTC Bulletin Board in the US. Mr. Chan has extensive experience in accounting, finance, corporate governance, strategic planning, as well as merger and acquisition.

Save as disclosed above, Mr. Chan did not hold any directorships in any other listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Chan did not have any interest in the shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

As at the Latest Practicable Date, there is no service contract between Mr. Chan as executive Director 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. Mr. Chan is entitled to a director's fee of HK\$120,000 per annum. The emoluments to Mr. Chan 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.

Mr. Chan is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the GEM Listing Rules. Save as disclosed above, there is no other information required to be disclosed in relation to the appointment of Mr. Chan pursuant to any of the requirements of the Rule 17.50(2) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders.

MR. XU ZHIGANG

Mr. Xu aged 44, joined the Company in September 2014. He is currently a non-executive Director. He holds the Master of Business Management Degree in Southwest Jiaotong University in the PRC. Mr. Xu is currently the vice president of the Wing Lee Holdings Limited in Hong Kong, a company listed on the Stock Exchange (stock code: 00876). He was the vice chairman and executive director of Cancare Group (H.K.) Limited from February 2009 to May 2014. He has extensive experience in investment, business financing, merger and acquisition and business restructuring activities.

Save as disclosed above, Mr. Xu did not hold any directorships in any other listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Xu did not have any interest in the shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Xu and the Company have entered into a service contract for a term of three years commencing from 13 October 2014 with an annual emolument of HK\$360,000 per annum. The emoluments to Mr. Xu 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.

Mr. Xu is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the GEM Listing Rules. Save as disclosed above, there is no other information required to be disclosed in relation to the appointment of Mr. Xu pursuant to any of the requirements of the Rule 17.50(2) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders.

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, 5 January 2015 at Ballroom B, 2/F, The Langham Hong Kong, 8 Peking Road, Tsimshatsui, Kowloon, 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** subject to and conditional upon, among others, the granting by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the ordinary shares of the Company subdivided in the manner as set out in paragraph (a) of this resolution below (the “**Share Subdivision**”):
 - (a) with effect from the day immediately following the date on which this resolution is passed, being a day on which shares are traded on the Stock Exchange, every issued and unissued ordinary shares of HK\$0.02 each (each a “**Share**”) in the share capital of the Company be subdivided into five (5) shares of HK\$0.004 each (each a “**Subdivided Share**”), such Subdivided Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association (the “**Articles**”) of the Company;
 - (b) the directors (the “**Directors**”) of the Company be and are generally authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Subdivision.”
2. “**THAT** conditional upon, the Share Subdivision taking effect and the Stock Exchange granting the listing of, and permission to deal in, the Bonus Shares (as defined in paragraph (a) of this resolution) the following be and is hereby approved:
 - (a) upon the recommendation of the Directors, an amount standing to the credit of the share premium account of the Company which is equivalent to the aggregate nominal value of the Bonus Shares (as defined below) to be issued by the Company be capitalized and the

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Directors be and are hereby authorized to apply such amount in paying up in full at par such number of new Subdivided Shares of HK\$0.004 each in the capital of the Company ("**Bonus Shares**") on the basis of 1 Bonus Share for every 5 Subdivided Shares on the Record Date (as defined below), and the Directors be authorized to allot, issue and distribute the Bonus Shares, which are credited as fully paid, to the members of the Company whose names appear on the register of members of the Company in Hong Kong (the "**Register of Members**") as at the close of business on 12 January 2015 (or such other record date as the Directors may approve) (the "**Record Date**"), other than those members (the "**Prohibited Shareholders**") whose addresses as shown on the Register of Members at the close of business on the Record Date are in jurisdiction outside Hong Kong and in respect of whom the Directors consider the exclusion from the Bonus Issue (as defined below) to be necessary or expedient in accordance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the "**GEM Listing Rules**") and the memorandum and Articles of the Company, on the basis of 1 Bonus Share for every 5 Subdivided Shares each in the capital of the Company then held by them respectively (the "**Bonus Issue**"), and the Directors be authorized to settle, as they consider appropriate, any difficulty in regard to any distribution of the Bonus Shares;

- (b) the Bonus Shares to be issued pursuant to this resolution shall, subject to the memorandum of association and Articles of the Company, rank *pari passu* in all respects with the then existing issued Subdivided Shares of HK\$0.004 each in the capital of the Company as at the date they are issued;
 - (c) the Directors be and hereby authorized to arrange for the Bonus Shares which would otherwise have been issued to the Prohibited Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Prohibited Shareholders, if any, *pro rata* to their respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount to be distributed to any such persons is less than HK\$100, in which case the Directors be and are hereby authorized to retain such amount for the benefit of the Company; and
 - (d) the Directors be and are hereby authorized to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares."
3. "THAT, to the extent not already exercised, the mandate to allot and issue shares of the Company given to the Directors at the annual general meeting (the "AGM") of the Company held on 8 May 2014 be and is hereby replaced by the mandate THAT:
- (a) subject to paragraph 3(c) below, pursuant to the GEM Listing Rules, the exercise by the Directors during the Relevant Period (as defined in

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paragraph 3(d) below) of all the powers of the Company to allot, issue and deal with unissued Shares or Subdivided Shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares or Subdivided Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph 3(a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph 3(a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph 3(d) below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares or Subdivided Shares in lieu of the whole or part of a dividend on Shares or Subdivided Shares in accordance with the Articles in force from time to time; or (iv) any issue of Shares or Subdivided Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares or Subdivided Shares, shall not exceed the aggregate of:
 - (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the AGM), pursuant to the resolution passed at the AGM,

and the authority pursuant to paragraph 3(a) of this resolution shall be limited accordingly; and

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- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

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

4. **“THAT**

- (a) To re-elect Mr. Wen Jialong (**“Mr. Wen”**) as executive Director;
- (b) To re-elect Mr. Chan Wai Kit (**“Mr. Chan”**) as executive Director;
- (c) To re-elect Mr. Xu Zhigang (**“Mr. Xu”**) as non-executive Director; and
- (d) To authorise the Board to fix the remuneration of each of Mr. Wen, Mr. Chan and Mr. Xu.”

By order of the Board
Aurum Pacific (China) Group Limited
Wen Jialong
Chairman

Hong Kong, 17 December 2014

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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.