

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.*

## **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)**

### **PLACING OF NEW SHARES UNDER GENERAL MANDATE**

#### **Placing Agent**



**中辰證券有限公司**  
China Times Securities Limited

On 8 July 2016, the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent has agreed to place, on a best effort basis, to independent Placees for up to 151,200,000 new Shares at a price of HK\$0.129 per Placing Share, for and on behalf of the Company.

The Placing is conditional upon, among others, the Stock Exchange granting or agreeing to grant the listing of and permission to deal in the Placing Shares. If such conditions are not fulfilled, the Placing will not proceed.

The maximum number of 151,200,000 Placing Shares represents approximately 20% of the entire issued share capital of the Company of 756,000,000 Shares as at the date of this announcement and approximately 16.67% of the Company's entire issued share capital as enlarged by the Placing. The net proceeds from the Placing of approximately HK\$19 million (assuming the Placing Shares are fully placed and after all relevant expenses) will be used for the Group's general working capital and/or future investments opportunities should the same arise.

## THE PLACING AGREEMENT

- Date: 8 July 2016.
- Placing Agent: China Times Securities Limited. To the best of the Company's knowledge, information and belief, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.
- Placees: The Placing Shares will be placed to not less than six Placees (who will be individual, institutional or other professional investors) who and their ultimate beneficial owners will be Independent Third Parties. It is expected that no Placee will become a substantial Shareholder (as such term is defined in the GEM Listing Rules) immediately following completion of the Placing.
- Number of Placing Shares: Up to 151,200,000 new Shares, to be placed by the Placing Agent on a best effort basis. Assuming the Placing Shares are fully placed, the Placing Shares represents approximately 20% of the entire issued share capital of the Company of 756,000,000 Shares as at the date of this announcement and approximately 16.67% of the Company's entire issued share capital as enlarged by the Placing. The nominal value of the Placing Shares is HK\$6,048,000.
- Placing Price: HK\$0.129 per Placing Share. The Placing Price was agreed after arm's length negotiations between the Company and the Placing Agent, with reference to, among other things, the recent trading price of the Shares on GEM. The Placing Price represents:
- (a) a discount of approximately 19.88% to the closing price of HK\$0.161 per Share as quoted on the GEM on 8 July 2016, being the date of the Placing Agreement;

- (b) a discount of approximately 17.10% to the average closing price of approximately HK\$0.1556 per Share as quoted on the GEM for the last 5 full trading days of the Shares immediately before 8 July 2016 being the date of the Placing Agreement.

The Company will bear the costs and expenses in connection with the Placing and the net proceeds from the Placing is estimated to be approximately HK\$19 million (assuming the Placing Shares are fully placed). As a result, the net price per Placing Share will be approximately HK\$0.1255.

**Placing Commission:** The Placing Agent will receive a placing commission of 1% on the gross proceeds of the Placing.

**General Mandate:** The Placing Shares will be issued pursuant to the general mandate to allot, issue and deal with Shares granted to the Directors by resolution of the Shareholders passed at the Company's annual general meeting held on 30 May 2016 up to 151,200,000 Shares. As at the date of this announcement, no Share has been issued pursuant to the general mandate.

**Ranking of Placing Shares:** The Placing Shares, when issued and fully paid, will rank pari passu among themselves and with Shares in issue at the time of issue an allotment of the Placing Shares.

**Conditions to the Placing:** The Placing is conditional upon :

- (i) the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in all of the Placing Shares; and
- (ii) each of the Company and the Placing Agent having obtained all necessary consents and approvals in relation to the Placing from the relevant authorities, if applicable.

If the above conditions are not fulfilled on or before on 29 July 2016 or such later date as may be agreed between the Company and the Placing Agent, the Placing Agreement shall terminate and none of the Parties shall have any claim against the others (save for any antecedent breach).

Application will be made to the Stock Exchange for approval for the listing of and permission to deal in the Placing Shares.

No Shareholders approval is required for the Placing.

Completion of the Placing: Completion of the Placing shall take place on the fourth Business Day after satisfaction of all the conditions set out in the Placing Agreement or such other date as the Placing Agent and the Company may agree.

Termination: The Placing Agent may, in its reasonable opinion, after consultation with the Company, terminate the Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the completion date if:

- (1) there is any significant change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or
- (2) there is any material breach of the warranties, representations and undertakings given by the Company in the Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the Placing; or
- (3) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed; or

- (4) any statement contained in this announcement has become or been discovered to be untrue, incorrect or misleading in any material respect which in the opinion of the Placing Agent would be materially adverse in the consummation of the Placing.

The Company may, in its reasonable opinion, after consultation with the Placing Agent, terminate this Agreement by notice in writing to the Placing Agent at any time up to 8:00 a.m. on the completion date if there is a breach of the warranties, representations and undertakings given by the Placing Agent in the Placing Agreement and such breach is considered by the Company on reasonable grounds to be material.

## **EFFECT OF THE PLACING ON SHAREHOLDING**

The shareholdings in the Company as at the date of this announcement and immediately after completion of the Placing is and will be as follows:

<b>Shareholders</b>	<b>As at the date of this announcement</b>		<b>Immediately after completion of the Placing</b>	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i> (Note 2)
Placee(s)	–	–	151,200,000	16.67
Public Shareholders	<u>756,000,000</u>	<u>100.00</u>	<u>756,000,000</u>	<u>83.33</u>
Total	<u>756,000,000</u>	<u>100.00</u>	<u>907,200,000</u>	<u>100.00</u>

## **REASONS FOR AND BENEFITS OF THE PLACING AND USE OF THE PROCEEDS**

The Group is principally engaged in the businesses of (i) developing and marketing of the patented server based technology and the provision of communications software platform and software related services with primary focus in the government industry sector; (ii) the provision of website development, education and communications software platform which focuses on the development of syllabus and contents for Chinese Language teaching and learning in primary and secondary schools and enterprises; and (iii) money lending business.

The Directors are of the view that the Placing can strengthen the financial position of the Group and provide funding to the Group to meet any future development opportunities and obligations. The Placing also represents good opportunities to broaden the Shareholders' base and the capital base of the Company.

The Directors consider the terms of the Placing Agreement to be fair and reasonable and in the interest of the Group and the Shareholders as a whole.

The Company will bear all costs and expenses of approximately HK\$0.5 million in connection with the Placing. The net proceeds of approximately HK\$19 million from the Placing will be used for the Group's general working capital and/or future investments opportunities should the same arise.

## **EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS**

The Company has conducted the following equity fund raising activities for the 12 months immediately before the date of this announcement :

<b>Date of announcement</b>	<b>Event</b>	<b>Net proceeds</b>	<b>Intended use of proceeds</b>	<b>Actual use of proceeds as at the date of this announcement</b>
26 October 2015	Placing of new shares	Approximately HK\$81.7 million	General working capital of the Group including but not limited to its money lending business and/or future investments of the Group	<p>(i) Approximately HK\$55.2 million was used for money lending business</p> <p>(ii) The remaining proceeds was used for the general working capital of the Group</p>
29 March 2016	Open offer	Approximately HK\$57.78 million	Approximately HK\$40 million, will be utilized for the development of money lending business and the remaining, will be utilized for general working capital	<p>(i) Approximately HK\$16.67 million was used for the acquisition of a company which holds a property in Hong Kong</p> <p>(ii) Approximately HK\$22.44 million was used to settle the mortgage loan</p> <p>(iii) The remaining proceeds was used for money lending business</p>

## DEFINITIONS

Unless the context otherwise requires, the following terms shall have the meanings set out below:

“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	board of Directors
“Business Day”	a day (excluding Saturday and other general holidays in Hong Kong) on which banks in Hong Kong are generally open for business
“Company”	Aurum Pacific (China) Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“connected person (s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	an independent third party who is independent of and not connected with the Company and its connected persons
“Placee(s)”	any individual, institutional or other professional investors procured by the Placing Agent to purchase any of the Placing Shares pursuant to the Placing Agreement

“Placing”	the placing of the Placing Shares by the Company, through the Placing Agent, pursuant to the Placing Agreement
“Placing Agent”	China Times Securities Limited
“Placing Agreement”	the placing agreement entered into between the Company and the Placing Agent dated 8 July 2016 in relation to the Placing
“Placing Price”	HK\$0.129 per Placing Share
“Placing Shares”	a maximum of 151,200,000 new Shares to be placed pursuant to the Placing Agreement
“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By Order of the Board of  
**Aurum Pacific (China) Group Limited**  
**Mui Yuk Wah**  
*Executive Director*

Hong Kong, 8 July 2016



*As at the date of this announcement, the Board comprises four executive Directors Mr. Chan Wai Kit, Ms. Wong Chi Yan, Mr. Mui Yuk Wah and Mr. Hung Tat Chi Alan and three independent non-executive Directors, Mr. Leung Man Chun, Mr. Fok Kin Fung Eric and Dr. Lee Nim Wai.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the page of "Latest Company Announcements" on the GEM website for at least 7 days from the date of its posting and the website of the Company at [www.aurumpacific.com.hk](http://www.aurumpacific.com.hk).*