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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Aurum Pacific (China) Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, 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) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) CLOSURE OF REGISTER OF MEMBERS;
AND
(4) NOTICE OF AGM**

A notice convening the annual general meeting (the “AGM”) of the Company to be held at 2-4/F Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Thursday, 27 May 2021 at 11:30 a.m. is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular will remain on the “Latest Listed Company Information” page of GEM website at www.hkgem.com for at least seven days from the date of its publication and on the website of the Company at www.aurumpacific.com.hk.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page i of this document for measures being taken to try to prevent and control the spread of the Coronavirus at the AGM, including but not limited to:

- compulsory temperature checks;
- compulsory wearing of surgical face masks; and
- no distribution of refreshments.

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company requires attendees to wear surgical face masks and reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

31 March 2021

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All Shareholders, proxies and other attendees may be asked whether (a) he/she has travelled outside of Hong Kong within the 14-day period immediately before the AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the AGM venue or be required to leave the AGM venue.
- (iii) The Company requires attendees to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iv) No refreshments will be served.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 2-4/F Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Thursday, 27 May 2021 at 11:30 a.m. to consider and, if appropriate, to approve the ordinary resolutions contained in the notice of the AGM which are set out on pages AGM-1 to AGM-5 of this circular
“Articles of Association”	the articles of associations of the Company, and “Article” shall mean an article thereof
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“close associates”	has the same meaning as ascribed in the GEM Listing Rules
“Company”	Aurum Pacific (China) Group Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM of the Stock Exchange
“core connected persons”	has the same meaning as ascribed in the GEM Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of Shares in issue on the date of the passing of the relevant ordinary resolution

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 March 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“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) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Future Commission in Hong Kong
“%”	per cent

LETTER FROM THE BOARD



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. Chow Yik
Mr. Chung Man Lai
Mr. Chong Cha Hwa
Mr. Yao Tong

Registered office:

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

Independent non-executive Directors:

Mr. Leung Man Chun
Ms. Lam Yuen Man Maria

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

21/F, Henan Building
90 Jaffe Road,
Wanchai, Hong Kong

31 March 2021

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) CLOSURE OF REGISTER OF MEMBERS;
AND
(4) NOTICE OF AGM**

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; and (ii) the re-election of Directors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for (i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; (ii) the re-election of Directors; and (iii) the notice of the AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

The Directors propose to seek the approval of the Shareholders at the AGM to grant to the Directors the General Mandate (including the extended General Mandate) and the Repurchase Mandate.

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with additional Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for the eligible participants including the employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the total number of issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 1,272,640,000 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 254,528,000 Shares.

LETTER FROM THE BOARD

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the total number of issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 127,264,000 Shares.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (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 of Association, the Companies Law (Revised) of the Cayman Islands or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the “**Relevant Period**”).

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

According to Article 112, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholder in general meeting. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to their number) and shall then be eligible for re-election provided that any Director who so retires shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

LETTER FROM THE BOARD

On 15 September 2020, Ms. Lam Yuen Man Maria (“**Ms. Lam**”) was appointed as independent non-executive Director. Mr. Chong Cha Hwa (“**Mr. Chong**”) and Mr. Yao Tong (“**Mr. Yao**”) were appointed as executive Directors on 14 October 2020 and 7 December 2020 respectively. In accordance with the Article 112 of the Company, Ms. Lam, Mr. Chong and Mr. Yao will hold office until the AGM and shall then be eligible for re-election.

According to Article 108(A), at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office by rotation. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.

In accordance with the above Article 108(A) and code provision A.4.2 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules, Mr. Leung Man Chun (“**Mr. Leung**”) will retire from office by rotation at the AGM. Being eligible, Mr. Leung will offer himself for re-election at the AGM.

The Nomination Committee has made recommendations to the Board for the proposed re-election of Mr. Chong and Mr. Yao as executive Directors and Ms. Lam and Mr. Leung as independent non-executive Directors having due regard to a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service as set out in the board diversity policy and the nomination policy of the Company.

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Chong and Mr. Yao as executive Directors and Ms. Lam and Mr. Leung as independent non-executive Directors.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

Recommendations of the Nomination Committee in relation to re-election of Independent non-executive Directors at the AGM

The Nomination Committee has assessed and reviewed the written confirmation of independence of the retiring independent non-executive Directors namely Ms. Lam and Mr. Leung based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and are of the view that Ms. Lam and Mr. Leung remains independent in pursuant to the GEM Listing Rules as none of them has been involved in the daily management of the Company nor in any relationship or circumstances which would materially interfere with their exercise of independent judgement.

LETTER FROM THE BOARD

Having considered the criteria as set out in the board diversity policy, the Nomination Committee are of the view that each of Mr. Leung and Ms. Lam possesses the relevant knowledge and expertise in which Mr. Leung has more than 9 years experience in financial advisory and Ms. Lam has extensive experience in consultancy management. Moreover, the Nomination Committee had evaluated the performance of each of Mr. Leung and Ms. Lam for the year ended 31 December 2020 and found their performance satisfactory.

In this regard, the Board, with the recommendation of the Nomination Committee, has nominated Ms. Lam and Mr. Leung for re-election as independent non-executive Directors at the AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 24 May 2021 to Thursday, 27 May 2021 (both days inclusive), during which period no transfer of Shares can be registered.

In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 21 May 2021.

AGM

A notice convening the AGM to be held at 2-4/F Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Thursday, 27 May 2021 at 11:30 a.m. is set out on pages AGM-1 to AGM-5 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, (i) General Mandate (including the extended General Mandate) and the Repurchase Mandate; and (ii) the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement on the results of the AGM will be made by the Company after the AGM.

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.

RECOMMENDATION

The Directors consider the granting of the (i) General Mandate (including the extended General Mandate) and the Repurchase Mandate; and (ii) the re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
For and on behalf of the Board of
Aurum Pacific (China) Group Limited
Chow Yik
Executive Director

This Appendix I serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising the proposed Repurchase Mandate.

This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. NUMBER OF SHARES WHICH MAY BE REPURCHASED

Exercise in full of the Repurchase Mandate, on the basis of 1,272,640,000 Shares in issue as at the Latest Practicable Date, would result in 127,264,000 Shares (representing approximately 10% of the number of issued share capital of the Company as at the date of passing of the resolution), being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate.

2. REASONS FOR PROPOSED REPURCHASE OF SHARES

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share.

The Repurchase Mandate will only be exercised when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of the Cayman Islands and the GEM Listing Rules. The laws of the Cayman Islands provide that the amount of capital paid in connection with a repurchase of Shares may only be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the laws of the Cayman Islands. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the laws of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2020) in the event that the Repurchase Mandate is exercised in full at any time during the Relevant Period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their respective close associates, has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as a result of a repurchase of Shares, pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, the only substantial Shareholder is Mr. Chiu Ngai Hung ("**Mr. Chiu**") who held 663,477,955 Shares representing approximately 52.13% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, the shareholding of Mr. Chiu would be increased to approximately 57.93% of the issued share capital of the Company. The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate in full.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

8. NO PURCHASES OF SHARES BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

9. CORE CONNECTED PERSON

No core connected persons has notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
March	0.098	0.041
April	0.069	0.044
May	0.194	0.054
June	0.045	0.027
July	0.033	0.026
August	0.029	0.025
September	0.034	0.024
October	0.030	0.026
November	0.031	0.026
December	0.028	0.024
2021		
January	0.027	0.019
February	0.025	0.018
March (up to the Latest Practicable Date)	0.025	0.021

Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(i) Mr. Chong Cha Hwa (“Mr. Chong”)

Mr. Chong Cha Hwa, aged 54, has been appointed as an executive Director since October 2020. Mr. Chong is an authorised representative of the Company as required under rule 5.24 of the GEM Listing Rules and an authorised representative of the Company pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Mr. Chong is a fellow member of the Association of Chartered Certified Accountants and a member of the Malaysian Institute of Accountants. Mr. Chong holds a bachelor degree of management with honours from the University of Science, Malaysia. He has more than 20 years of experience in the accounting and finance area servicing private and publicly listed companies in Hong Kong and the Southern Asia region. He is currently also an independent non-executive director of China Beidahuang Industry Group Holdings Limited (Stock Code: 39), the shares of which are listed on main board of the Stock Exchange. Mr. Chong was an independent non-executive director of China Mining Resources Group Limited (presently known as Tongguan Gold Group Limited) (Stock Code: 340) from November 2011 to July 2017. He was also an executive director of China Shanshui Cement Group Limited (Stock Code: 691) from December 2015 to February 2016 and was then re-designated to a non-executive director of that company from February 2016 to May 2017. The shares of the aforesaid companies are listed on the main board of the Stock Exchange.

Save as disclosed above, Mr. Chong has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chong did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Chong has entered into a letter of appointment with the Company for a term of one year commencing from 14 October 2020. His appointment will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association. Mr. Chong is entitled to receive director’s emolument of HK\$480,000 per annum, which is reviewed by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company, the prevailing market conditions and the performance of the Group.

Save as disclosed above, there is no other matters concerning Mr. Chong that need to be brought to the attention of the Shareholders and the Stock Exchange.

(ii) Mr. Yao Tong (“Mr. Yao Tong”)

Mr. Yao Tong, aged 32, has been appointed as an executive Director since December 2020. He is also the member of the remuneration committee and compliance officer of the Company.

Mr. Yao holds a bachelor’s degree in Franchise Management from Beihai College of Beihang University in China. Prior to joining the Company, Mr. Yao was the business manager of Shanghai DZH Limited (stock code 601519), a company listed in Shanghai Stock Exchange. Mr. Yao is currently also the general manager of Guang Zhou Yun Tian Investment and Consulting Limited* (廣州雲天投資諮詢有限公司) and the deputy general manager of Guang Dong Yun Tian Electronic Technology Limited* (廣東雲天電子科技有限公司).

Save as disclosed above, Mr. Yao has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Yao did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Yao has entered into a letter of appointment with the Company for a term of one year commencing from 7 December 2020. His appointment will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association. Mr. Yao is entitled to receive director’s emolument of HK\$480,000 per annum, which is reviewed by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company, the prevailing market conditions and the performance of the Group.

Save as disclosed above, there is no other matters concerning Mr. Yao that need to be brought to the attention of the Shareholders and the Stock Exchange.

* For identification purposes only

(iii) Ms. Lam Yuen Man Maria (“Ms. Lam”)

Ms. Lam Yuen Man Maria, aged 51, has been appointed as an independent non-executive Director since September 2020. She is also member of each of the audit committee, remuneration committee and nomination committee of the Company.

Ms. Lam holds a bachelor degree in Accountancy from The Hong Kong Polytechnic University, a master degree in Management from the Macquarie University and a master degree in Applied Psychology from City University of Hong Kong. She is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Chartered Secretaries, the Chartered Governance Institute (formerly the Institute of Chartered Secretaries and Administrators) and the Chartered Institute of Arbitrators. She is also an accredited mediator of the Hong Kong Mediation Accreditation Association Limited, a member and a qualified graphologist of the British Institute of Graphologists.

Prior to joining the Board, Ms. Lam has worked with an international accounting firm and other leading listed and private group of companies and has extensive experience in company secretarial practice, assurance, treasury and finance. She is currently providing management consultancy and corporate secretarial services to listed issuers and private companies, and graphology consultancy and training services.

Save as disclosed above, Ms. Lam has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Lam did not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Lam has entered into a letter of appointment with the Company for an initial term of three year commencing from 15 September 2020. Her appointment will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association. Ms. Lam is entitled to receive director’s emolument of HK\$120,000 per annum, which is reviewed by the remuneration committee of the Company and determined by the Board with reference to her duties and responsibilities with the Company, the prevailing market conditions and the performance of the Group.

Save as disclosed above, there is no other matters concerning Ms. Lam that need to be brought to the attention of the Shareholders and the Stock Exchange.

(iv) Mr. Leung Man Chun (“Mr. Leung”)

Mr. Leung Man Chun, aged 33, has been appointed as an independent non-executive Director since February 2016. He is also the Chairman of each of the audit committee, remuneration committee and nomination committee of the Company.

Mr. Leung has been engaging in financial services sector for over 9 years, along with ample experience in an international accounting firm and an international bank. He currently serves as a corporate finance principal for a professional firm. He obtained a Bachelor’s Degree in Social Sciences from Hong Kong Baptist University in 2009. Mr. Leung is a member of the Hong Kong Institute of Certified Public Accountants and joined the Council of the Hong Kong Institute of Certified Public Accountants in 2018. Mr. Leung was an independent non-executive director of Evershine Group Holdings Limited (stock code: 8022) from March 2016 to January 2021, the shares of which are listed on GEM of the Stock Exchange.

Save as disclosed above, Mr. Leung has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Leung did not have any interest in the Shares within the meaning of Part XV of the SFO.

On 23 February 2019, the Company has renewed the term of appointment of Mr. Leung for a term of three years. His appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company. Mr. Leung is entitled to receive director’s emolument of HK\$120,000 per annum which is reviewed by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company, the Company’s remuneration policy and the prevailing market situation.

Save as disclosed above, there is no other matters concerning Mr. Leung that need to be brought to the attention of the Shareholders of the Company and the Stock Exchange.

NOTICE OF AGM



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Aurum Pacific (China) Group Limited (the “Company”) will be held at 2-4/F Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Thursday, 27 May 2021 at 11:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. to consider and adopt the audited consolidated financial statements and the reports of the directors and of the auditor of the Company for the year ended 31 December 2020;
2.
 - (a) to re-elect Mr. Chong Cha Hwa as an executive director;
 - (b) to re-elect Mr. Yao Tong as an executive director;
 - (c) to re-elect Ms. Lam Yuen Man Maria as an independent non-executive director;
 - (d) to re-elect Mr. Leung Man Chun as an independent non-executive director;
 - (e) to authorise the board of directors to fix the directors’ remuneration;
3. to re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company and to authorise the board of directors to fix their remuneration;

and, as special business, consider and, if thought fit, pass the following resolutions as ordinary resolutions:

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4. “THAT

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (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 total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of 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, shall not exceed:
 - (aa) 20 per cent. of the total number of Shares of the Company in issue at the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number Shares 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 total number of Shares of the Company in issue at the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (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 of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of 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).”

5. **“THAT**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of Shares of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) 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 of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. “**THAT** subject to the passing of resolution nos. 4 and 5 above, the total number of Shares which are purchased by the Company pursuant to the authority granted to the Directors under Resolution no. 5 above shall be added to the total number of Shares that may be allotted or agreed to be allotted by the Directors pursuant to Resolution no. 4 set out in this notice of the AGM.”

By Order of the Board
Aurum Pacific (China) Group Limited
Chow Yik
Executive Director

Hong Kong, 31 March 2021

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:*

21/F, Henan Building
90 Jaffe Road,
Wanchai, Hong Kong

NOTICE OF AGM

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or, if he/she/it is a holder of more than one Share, more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the AGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he/she/it so wish and in such event, the proxy shall be deemed to be revoked.
3. In the case of joint holders of Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
4. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.aurumpacific.com.hk and on GEM website of the Stock Exchange at www.hkgem.com to notify shareholders of the Company of the date, time and venue of the rescheduled meeting.

As at the date hereof, the board of Directors of the Company comprises four executive Directors, namely Mr. Chow Yik, Mr. Chung Man Lai, Mr. Chong Cha Hwa and Mr. Yao Tong and two independent non-executive Directors, namely Mr. Leung Man Chun and Ms. Lam Yuen Man Maria.

This notice, 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 notice 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 notice misleading.

This notice will remain on the "Latest Listed Company Information" pages of the GEM website for at least 7 days from the date of its publication and on the website of the Company at www.aurumpacific.com.hk.