
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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



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 ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of the Company to be held at 11:00 a.m. on Friday, 27 May 2022 through live webcast, is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.aurumpacific.com.hk.

The AGM will be conducted via electronic means (through a live webcast by Zoom) which can be accessed on a computer, tablet or any browser enabled device. Shareholders and/or their proxy will NOT be able to attend the AGM in person, and can only view and listen to the live webcast of the AGM via electronic means. Shareholders will be able to access the live webcast at the start of the AGM until its conclusion. To access the live webcast, the Shareholders will need to register by sending an email to is-enquiries@hk.tricorglobal.com and provide a valid email address and a valid contact telephone number to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, before Friday, 20 May 2022. A request form will be provided by the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, to such Shareholders via email, which shall be completed and returned to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, by 5:00 p.m. on Wednesday, 25 May 2022, for the purpose of verifying the identity of the relevant Shareholder. Authenticated Shareholders will receive an email confirmation by Thursday, 26 May 2022 which contains a link to join the live webcast of the AGM. Shareholders **MUST NOT** forward the link to other persons who are not the Shareholders and who are not entitled to attend the AGM.

All resolutions at the AGM will be decided on a poll. Shareholders will be able to vote by proxy in advance of the AGM. Shareholders who wish to vote on the resolutions at the AGM should appoint the chairman of the AGM as his/her/its proxy to exercise the right to vote at the AGM in accordance with his/her/its instructions. The proxy form has been posted to Shareholders together with this circular. If the Shareholders appoint a person who is not the chairman of the AGM as their proxy, that person will not be permitted entry to the meeting and will not be able to exercise their vote. For Shareholders who are not registered Shareholders (e.g. the Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), Shareholder should consult directly with his/her/its banks or brokers or custodians (as the case may be) for assistance in the appointment of a proxy. The proxy form should be returned to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before (i.e. 11:00 a.m. on Wednesday, 25 May 2022) the time appointed for holding of the AGM or any adjournment thereof.

This circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for seven days from the date of its publication and on the website of the Company at www.aurumpacific.com.hk.

31 March 2022

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.

CONTENTS

	<i>Pages</i>
CHARACTERISTICS OF GEM	i
DEFINITIONS	1
LETTER FROM THE BOARD	
INTRODUCTION	3
GENERAL MANDATE AND REPURCHASE MANDATE	4
RE-ELECTION OF DIRECTORS	5
CLOSURE OF REGISTER OF MEMBERS	7
AGM	7
RESPONSIBILITY STATEMENT	9
RECOMMENDATION	9
GENERAL	10
MISCELLANEOUS	10
APPENDIX I – EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE	11
APPENDIX II – PARTICULARS OF DIRECTORS FOR RE-ELECTION	14
NOTICE OF AGM	AGM-1

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 11:00 a.m., on Friday, 27 May 2022 through live webcast to consider and, if thought fit, approve, among other things, the (i) grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; and (ii) re-election of Directors
“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
“Group”	the Company and its subsidiaries

DEFINITIONS

“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 2022, 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 (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of \$0.04 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of 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. Chung Man Lai
Mr. Choi Pun Lap

Independent Non-executive Directors

Mr. Tai Man Tai
Ms. Lam Yuen Man Maria
Mr. Fu Yan Ming

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*

Room A6-D, 12/F, Block A,
Hong Kong Industrial Centre
489-491 Castle Peak Road
Lai Chi Kok, Kowloon
Hong Kong

31 March 2022

To the Shareholders

Dear Sir/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 1 June 2021, Mr. Choi Pun Lap (“**Mr. Choi**”) was appointed as executive Director. Mr. Fu Yan Ming (“**Mr. Fu**”) and Mr. Tai Man Tai (“**Mr. Tai**”) were appointed as independent non-executive Directors on 31 May 2021 and 1 October 2021 respectively. In accordance with the Article 112 of the Company, Mr. Choi, Mr. Fu and Mr. Tai 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. Chung Man Lai (“**Mr. Chung**”) will retire from office by rotation at the AGM. Being eligible, Mr. Chung 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. Chung and Mr. Choi as executive Directors and Mr. Fu and Mr. Tai 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. Chung and Mr. Choi as executive Directors and Mr. Fu and Mr. Tai 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 Mr. Fu and Mr. Tai based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and are of the view that Mr. Fu and Mr. Tai 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. Fu and Mr. Tai possesses the relevant knowledge and expertise in which Mr. Fu has more than over 30 years of experience in accounting, audit, internal control, financial management, strategic business planning, corporate finance, merger and acquisition and corporate governance and Mr. Tai has 13 years of experience in professional accounting as well as technology business operation. Moreover, the Nomination Committee had evaluated the performance of each of Mr. Fu and Mr. Tai for the year ended 31 December 2021 and found their performance satisfactory.

In this regard, the Board, with the recommendation of the Nomination Committee, has nominated Mr. Fu and Mr. Tai 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 Tuesday, 24 May 2022 to Friday, 27 May 2022 (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 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 Monday, 23 May 2022.

AGM

A notice convening the AGM is set out on pages AGM-1 to AGM-6 of this circular. Ordinary resolutions will be proposed at the AGM to consider and, if thought fit, approve, among other things, the (i) grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; and (ii) re-election of Directors. All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results.

LETTER FROM THE BOARD

In light of the recent social distancing and anti-epidemic measures implemented by the Hong Kong Government to contain the COVID-19 pandemic and on concerns about the health and safety of the Shareholders, the Company will conduct the AGM at the principal place of business in Hong Kong via electronic means i.e. a live webcast by Zoom which can be accessed from a computer, tablet or any browser enabled device. Shareholders and/or their proxy will NOT be able to attend the AGM in person, and can only view and listen to a live webcast of the AGM via electronic means. Shareholders will be able to access the live webcast at the start of the AGM until its conclusion. To access the live webcast, the Shareholders will need to register by sending an email to is-enquiries@hk.tricorglobal.com and provide a valid email address and a valid contact telephone number to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, before Friday, 20 May 2022. A request form will be provided by the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, to such Shareholders via email, which shall be completed and returned to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, by 5:00 p.m. on Wednesday, 25 May 2022, for the purpose of verifying the identity of the relevant Shareholder. Authenticated Shareholders will receive an email confirmation by Thursday, 26 May 2022 which contains a link to join the live webcast of the AGM. Shareholders **MUST NOT** forward the link to other persons who are not the Shareholders and who are not entitled to attend the AGM.

Vote by appointing the chairman of the AGM as proxy

All resolutions at the AGM will be decided on a poll. Shareholders will be able to vote by proxy in advance of the AGM. Shareholders who wish to vote on the resolutions at the AGM should appoint the chairman of the AGM as his/her/its proxy to exercise the right to vote at the AGM in accordance with his/her/its instructions. The proxy form has been posted to Shareholders together with this circular. Alternatively, the proxy form can be downloaded from the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.aurumpacific.com.hk. If the Shareholders appoint a person who is not the chairman of the AGM as their proxy, that person will not be permitted entry to the meeting and will not be able to exercise their vote. For Shareholders who are not registered Shareholders (e.g. the Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), Shareholders should consult directly with his/her/its banks or brokers or custodians (as the case may be) for assistance in the appointment of a proxy. The proxy form should be returned to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof.

LETTER FROM THE BOARD

Questions from Shareholders

Shareholders may submit any questions they may have in advance in relation to any resolution set out in the Notice of AGM 5 clear business days before (i.e. 5:00 p.m. on Thursday, 19 May 2022) the date of the AGM via email to info@aurumpacific.com.hk, and provide the following personal particulars for verification purposes:

- (a) full name;
- (b) registered address;
- (c) number of Shares held;
- (d) Hong Kong identity card number or passport number (in case of natural person) or company registration number (in case of body corporate);
- (e) contact telephone number; and
- (f) email address.

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.

LETTER FROM THE BOARD

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
Aurum Pacific (China) Group Limited
Chung Man Lai
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 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 2021) 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 enquiries, any of their respective close associates, have 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. DIRECTOR'S 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 have 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 before the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
March	0.026	0.021
April	0.027	0.021
May	0.029	0.022
June	0.026	0.022
July	0.024	0.019
August	0.023	0.018
September	0.025	0.020
October	0.025	0.018
November	0.027	0.020
December	0.027	0.021
2022		
January	0.025	0.018
February	0.021	0.017
March (up to the Latest Practicable Date)	0.018	0.016

Pursuant to the Listing Rules, the details of the retiring Directors proposed for re-election at the AGM are provided as follows:

1. Mr. Chung Man Lai (“Mr. Chung”)

Executive Director

Mr. Chung, aged 45, has been appointed as an independent non-executive Director of the Company since April 2020 and has been re-designated as executive director with effect from September 2020.

Mr. Chung has over 21 years of experience in auditing and accounting. Prior to joining the Board, he worked successively in a reputable international accounting firm and served as the chief financial officer of CMIC Ocean En-Tech Holding Co., Ltd. (formerly known as TSC Group Holdings Limited (Stock code: 206)) and IDT International Limited (stock code: 167) respectively, the shares of both companies are listed on the main board of the Stock Exchange. He is currently a non-executive director of Greatwalle Inc, (stock code: 8315), the shares of which are listed on GEM of the Stock Exchange, and an independent non-executive director of Century Group International Holdings Limited (stock code: 2113), the shares of which are listed on the main board of the Stock Exchange and Roma Group Limited (stock code: 8072), the shares of which are listed on GEM of the Stock Exchange respectively. He is also the chief financial officer, company secretary, member of the risk management committee and authorised representative of D&G Technology Holding Company Limited (stock code: 1301), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Chung obtained a bachelor of arts degree in Accountancy from The Hong Kong Polytechnic University in 1998 and a master of Business Administration degree with a major in international business from EU Business School in 2018. Mr. Chung is a fellow member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Chung 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. Chung did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Chung has entered into a letter of appointment with the Company commencing from 15 September 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. Chung is entitled to receive director's emolument of HK\$240,000 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. Chung that need to be brought to the attention of the Shareholders and the Stock Exchange.

2. Mr. Choi Pun Lap (“Mr. Choi”)

Executive Director

Mr. Choi, aged 44, has been appointed as an executive Director of the Company since June 2021. He is also a member of the nomination committee.

Mr. Choi has extensive knowledge in corporate finance transactions in Hong Kong. He is well experienced for working in mergers & acquisition, analysing financial and market data, responsible for coordinating and supporting integration planning for acquisitions, and taking deals through the full process to successful completion. He is currently an executive director of Zhejiang United Investment Holdings Group Limited (stock code: 8366), a company incorporated in the Cayman Islands with limited liability and the issued shares are listed on the GEM of the Stock Exchange and an independent non-executive director of Sunway International Holdings Limited (stock code: 58), a company incorporated in Bermuda with limited liability and the issued shares are listed on the Main Board of the Stock Exchange. Also, he is a principal of Absolute Value Business & Asset Valuation Limited which provides services of valuation, accounting and business solution to different companies in different industries. In the past, Mr. Choi was a financial controller of a company which is listed in GEM in 2019 and he was a senior audit manager in the audit department of HLB Hodgson Impey Cheng Limited (“**HLB**”) in Hong Kong. He has worked in HLB for more than ten years from February 2007 to December 2017.

Mr. Choi is a valuation practitioner of International Association of Certified Valuation Specialists since 2019. He is a member of Hong Kong Institute of Certified Public Accountants, a member of Certified Practising Accountants Australia and a member of Chartered Global Management Accountant. Mr. Choi graduated from Open University of Hong Kong with a Master of Law (Chinese Business Law) in Hong Kong in 2017. He obtained a Bachelor of Business (Accounting) from Central Queensland University in Australia in 2003 and further studied Postgraduate Diploma of Accounting in Monash University in Australia in 2005.

Save as disclosed above, Mr. Choi 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. Choi did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Choi has entered into a letter of appointment with the Company for a term of one year commencing from 1 June 2021. 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. Choi is entitled to receive director's emolument of HK\$240,000 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. Choi that need to be brought to the attention of the Shareholders and the Stock Exchange.

3. Mr. Fu Yan Ming (“Mr. Fu”)

Independent non-Executive Director

Mr. Fu, aged 57, has been appointed as an independent non-executive Director of the Company since May 2021. He is also member of each of the audit committee and remuneration committee.

Mr. Fu is a fellow member of The Association of Chartered Certified Accountants. He obtained a Bachelors' Degree of Business Administration from The Chinese University of Hong Kong.

Mr. Fu possess over 30 years of experience in accounting, audit, internal control, financial management, strategic business planning, corporate finance, merger and acquisition and corporate governance. He has worked for various sizeable organizations including accounting firms, pharmaceutical distribution company, TMT (Technology, Media and Telecommunications) companies, manufacturing companies and consultancy firm. During the past 15 years, he held various senior positions including financial controller and company secretary in main and GEM board listed companies of Hong Kong. Mr. Fu was an executive director of On Real International Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8245) from October 2016 to September 2019. Mr. Fu is currently an independent non-executive director of Zhejiang United Investment Holdings Group Limited (stock code: 8366), a company listed on the GEM of the Stock Exchange. Currently, Mr. Fu is the finance director of a consultancy firm which provide various advice to private investment funds.

Save as disclosed above, Mr. Fu 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. Fu did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Fu has entered into a letter of appointment with the Company for a term of three years commencing from 31 May 2021, renewable automatically for a successive term of three years upon expiry of every term of the appointment subject to full compliance with the relevant requirements of the GEM Listing Rules. 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. Fu 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 prevailing market conditions and the performance of the Group.

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

4. Mr. Tai Man Tai (“Mr. Tai”)*Independent non-Executive Director*

Mr. Tai, aged 37, has been appointed as an independent non-executive Director of the Company since October 2021. He is also member of each of the audit committee, remuneration committee and nomination committee.

Mr. Tai is a fellow member of The Hong Kong Institute of Certified Public Accountants. He obtained a Bachelors’ Degree in Accounting and Finance from University of Hertfordshire.

Mr. Tai possesses over 13 years of experience in professional accounting as well as technology business operation. In the past, Mr. Tai was responsible for financial management in a sizeable integrated fitting-out company, the shares of which are listed on the Main Board of the Stock Exchange. Currently, Mr. Tai holds directorship in various private companies which are engaging in global intelligent logistics, eCommerce with big data management and professional services businesses.

Save as disclosed above, Mr. Tai 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. Tai did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Tai has entered into a letter of appointment with the Company for a term of three years commencing from 1 October 2021, renewable automatically for a successive term of three years upon expiry of every term of the appointment subject to full compliance with the relevant requirements of the GEM Listing Rules. 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. Tai is entitled to receive director’s emolument of HK\$60,000 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. Tai that need to be brought to the attention of the Shareholders 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 IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Aurum Pacific (China) Group Limited (the “Company”) will be held at 11:00 a.m. on Friday, 27 May 2022 through live webcast 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 2021;
2.
 - (a) to re-elect Mr. Chung Man Lai as an executive director;
 - (b) to re-elect Mr. Choi Pun Lap as an executive director;
 - (c) to re-elect Mr. Fu Yan Ming as an independent non-executive director;
 - (d) to re-elect Mr. Tai Man Tai 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;

NOTICE OF AGM

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

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),

NOTICE OF AGM

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

- (d) for the purpose 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 recognized 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 purpose 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 of
Aurum Pacific (China) Group Limited
Chung Man Lai
Executive Director

Hong Kong, 31 March 2022

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*
Room A6-D, 12/F, Block A,
Hong Kong Industrial Centre
489-491 Castle Peak Road
Lai Chi Kok, Kowloon
Hong Kong

NOTICE OF AGM

Notes:

1. For determining the entitlement of the Shareholders of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 24 May 2022 to Friday, 27 May 2022 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar 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 Monday, 23 May 2022.
2. The AGM will be conducted via electronic means (through a live webcast by Zoom) which can be accessed on a computer, tablet or any browser enabled device. The Shareholders and/or their proxy will NOT be able to attend the AGM in person, and can only view and listen to the live webcast of the AGM via electronic means. Shareholders will be able to access the live webcast at the start of the AGM until its conclusion. To access the live webcast, the Shareholders will need to register by sending an email to is-enquiries@hk.tricorglobal.com and provide a valid email address and a valid contact telephone number to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, before Friday, 20 May 2022. A request form will be provided by the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, to such Shareholders via email, which shall be completed and returned to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, by 5:00 p.m. on Wednesday, 25 May 2022, for the purpose of verifying the identity of the relevant Shareholder. Authenticated Shareholders will receive an email confirmation by Thursday, 26 May 2022 which contains a link to join the live webcast of the AGM. Shareholders **MUST NOT** forward the link to other persons who are not the Shareholders and who are not entitled to attend the AGM.
3. All resolutions at the AGM will be decided on a poll. Shareholders will be able to vote by proxy in advance of the AGM. Shareholders who wish to vote on the resolutions at the AGM should appoint the chairman of the AGM as his/her/its proxy to exercise the right to vote at the AGM in accordance with his/her/its instructions. The proxy form has been posted to Shareholders together with this circular. Alternatively, the proxy form can be downloaded from the Company's website at www.aurumpacific.com.hk. If the Shareholders appoint a person who is not the chairman of the AGM as their proxy, that person will not be permitted entry to the meeting and will not be able to exercise their vote. For Shareholders who are not registered Shareholders (e.g. the Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), the Shareholder should consult directly with his/her/its banks or brokers or custodians (as the case may be) for assistance in the appointment of a proxy. The proxy form should be returned to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment 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 two executive Directors, namely Mr. Chung Man Lai and Mr. Choi Pun Lap and three independent non-executive Directors, namely Mr. Tai Man Tai, Ms. Lam Yuen Man Maria and Mr. Fu Yan Ming.

NOTICE OF AGM

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.