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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)**

**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 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;

### **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),

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;
- (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

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Cayman Islands

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

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489-491 Castle Peak Road  
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Hong Kong

*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](mailto: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](http://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](http://www.aurumpacific.com.hk) and on GEM website of the Stock Exchange at [www.hkgem.com](http://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.*

*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](http://www.aurumpacific.com.hk).*