
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.

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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)

**SUPPLEMENTAL CIRCULAR
IN RELATION TO THE RE-ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 6 April 2023 and the notice dated 6 April 2023 convening an annual general meeting of the Company to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 5 May 2023 at 11:30 a.m. A supplemental notice of the annual general meeting of the Company is set out on page AGM-1 of this supplemental circular. A second proxy form for the annual general meeting, which shall supersede the form of proxy enclosed with the circular dated 6 April 2023, is also enclosed.

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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 supplemental circular together with the second form of proxy are also published on the Stock Exchange website at <http://www.hkexnews.hk> 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.

24 April 2023

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.

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 Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 5 May 2023 at 11:30 a.m., and any adjournment thereof
“Articles”	the articles of associations of the Company as amended and restated, supplemented or modified from time to time, and “Article” shall mean an article thereof
“Board”	the board of Directors
“Circular”	the circular of the Company dated 6 April 2023
“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
“Director(s)”	the director(s) of the Company from time to time
“First Proxy Form”	the form of proxy sent together with the Circular
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 April 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Second Proxy Form”	the second form of proxy sent together with this supplemental circular
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)

DEFINITIONS

“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

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. Liu Guanzhou (*Chairman*)

Mr. Chung Man Lai

Mr. Choi Pun Lap

Non-executive Director:

Ms. Li Hui Ling

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

24 April 2023

To the Shareholders

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR
IN RELATION TO THE RE-ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the Circular which contains, *inter alia*, the notice of the AGM and information relating to the re-election of retiring Directors at the AGM.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information in respect of the resolution to be proposed at the AGM for the re-election of an additional retiring Director and to give you a supplemental notice of the AGM and the Second Proxy Form.

RE-ELECTION OF ADDITIONAL RETIRING DIRECTOR

Reference is made to the announcement of the Company dated 14 April 2023 in relation to the appointment of Mr. Liu Guanzhou (“**Mr. Liu**”) as an executive Director and the chairman of the Board of the Company.

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.

In accordance with the Article 112 of the Company, Mr. Liu will hold office until the AGM and shall then be eligible for re-election.

The Nomination Committee has made recommendations to the Board for the proposed re-election of Mr. Liu as executive Director 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 resolution will be proposed to re-elect Mr. Liu as executive Director.

Details of the additional retiring Director who is proposed to be re-elected at the AGM are set out in Appendix I to this circular.

SUPPLEMENTAL NOTICE OF AGM AND SECOND PROXY FORM

Since the notice of the AGM and the First Proxy Form sent together with the Circular do not contain the proposed resolution for the re-election of Mr. Liu as executive Director as set out in this supplemental circular, a supplemental notice of AGM has been set out on page AGM-1 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution. Pursuant to the GEM Listing Rules and the Articles, any vote of Shareholders at a general meeting must be taken by poll except where the chairman

LETTER FROM THE BOARD

decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the GEM Listing Rules.

The Second Proxy Form for use at the AGM is enclosed with this supplemental circular and the Second Proxy Form is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.aurumpacific.com.hk>). To be valid, the Second Proxy Form must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and delivery of the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

A Shareholder who has not yet lodged the First Proxy Form with the Company's Hong Kong branch share registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's Hong Kong branch share registrar.

A Shareholder who has already lodged the First Proxy Form with the Company's Hong Kong branch share registrar should take note of the following:

- (i) subject to (iii) below, if no Second Proxy Form is lodged with the Company's Hong Kong branch share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed and signed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed re-election of Mr. Liu as executive Director as set out in the supplemental notice of AGM and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
- (ii) if the Second Proxy Form is properly lodged with the Company's Hong Kong branch share registrar, the Second Proxy Form, if correctly completed and signed, shall revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder;
- (iii) if the Second Proxy Form is not properly lodged with the Company's Hong Kong branch share, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's Hong Kong branch share registrar.

LETTER FROM THE BOARD

Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's Hong Kong branch share registrar properly.

RECOMMENDATION

The Directors consider that the proposed re-election of Mr. Liu as executive Director as set out in the supplemental notice of AGM is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

Yours faithfully
For and on behalf of the Board
Aurum Pacific (China) Group Limited
Liu Guanzhou
Chairman

The following are details of the additional Director who will retire and being eligible, offer himself for re-election at the AGM.

MR. LIU GUANZHOU (“MR. LIU”)**Executive Director**

Mr. Liu, aged 41, has over 13 years of experience in business directory publishing and strategic consultancy, and over 10 years of experience in digital marketing and software business, including rich sales channels and business network in the People’s Republic of China (the “PRC”). Mr. Liu is the shareholder and authorised representative of several private companies which are engaging in electromechanical equipment, advertising, investment management and brand operation management. Mr. Liu has been a publisher and strategic consultant.

Mr. Liu is currently the Chief Executive of the Greater China Region of 恒利銀豐(深圳)數字有限公司 (Hengli Yinfeng (Shenzhen) Digital Company Limited*), a subsidiary of the Company in the PRC, responsible for domestic software development and digital marketing services. Mr. Liu is mainly responsible for the general management and business development in the Greater China.

Save as disclosed above, Mr. Liu 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 Practical Date, Mr. Liu confirmed to the Company that he is beneficially interested (pursuant to Part XV of the SFO) in 370,000,000 Shares, representing approximately 29.07% of the issued ordinary share capital of the Company.

Mr. Liu has entered into a letter of appointment with the Company for a term of three years commencing from 14 April 2023, 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. Liu is not entitled to receive director’s emolument.

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

* For identification only

SUPPLEMENTAL 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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting (the “**Original AGM Notice**”) dated 6 April 2023 which sets out details of the annual general meeting (the “**AGM**”) of Aurum Pacific (China) Group Limited (the “**Company**”) to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 5 May 2023 at 11:30 a.m., and the resolutions to be proposed at the AGM for the Shareholders’ approval. Unless otherwise defined, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the supplemental circular of the Company dated 24 April 2023 (the “**Supplemental Circular**”). Details of Resolutions 1 to 7 to be considered at the AGM are stated in the Original AGM Notice. Apart from the additional resolution set out below, all information contained in the Original AGM Notice remains valid and unchanged.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held, as originally scheduled, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company, in addition to the resolutions set out in the Original AGM Notice:

ORDINARY RESOLUTION

2. (e) to re-elect Mr. Liu Guanzhou as an executive director.

By order of the Board of
Aurum Pacific (China) Group Limited
Liu Guanzhou
Chairman

Hong Kong, 24 April 2023

SUPPLEMENTAL NOTICE OF AGM

Notes:

1. A second proxy form (the “**Second Proxy Form**”) is enclosed with the Supplemental Circular. Please refer to the section headed “Supplemental Notice of AGM and Second Proxy Form” on pages 4 to 5 of the Supplemental Circular for the arrangements about the completion and submission of the Second Proxy Form.
2. Please refer to the AGM Notice for details of the other ordinary and special resolutions to be considered at AGM, closure of the register of members of the Company and eligibility for attending the AGM and other relevant matters.
3. Completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude a shareholder from attending in person and voting at the AGM or any adjournment thereof should he/she so wish.

As at the date hereof, the board of Directors of the Company comprises three executive Directors, namely Mr. Liu Guanzhou (Chairman), Mr. Chung Man Lai and Mr. Choi Pun Lap, one non-executive Director Ms. Li Hui Ling 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 Stock Exchange website at www.hkexnews.com.hk for at least 7 days from the date of its publication and on the website of the Company at www.aurumpacific.com.hk.