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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)**

### **VOLUNTARY ANNOUNCEMENT HEADS OF AGREEMENT IN RELATION TO A PROPOSED DISPOSAL**

On 29 March 2018 (British time), Tri King and two other shareholders of the Targets entered into the HOA with a Potential Purchaser in relation to the Proposed Disposal of the majority equity interests in the Targets. The Targets are principally engaged in construction and management of fibre optic internet networks in the Netherlands.

To the best of the Directors' information and belief having made all reasonable enquiries, the Potential Purchaser is a third party independent of and not connected with the Company and its connected persons.

Under the HOA, the Vendors shall not enter into any negotiations, continue any conversations, sign any transaction documentation, provide any confidential information or discuss with any other party in respect of Proposed Disposal before 30 June 2018 (“**Exclusive Period**”).

The HOA does not create legally binding obligations on the parties in relation to the Proposed Disposal but is legally binding as to such terms relating to, among others, the Exclusive Period and confidentiality. The Proposed Disposal is subject to the negotiation and execution of a formal sale and purchase agreement between the parties.

The HOA shall terminate upon the earlier of : (i) mutual consent of the parties, (ii) completion of the Proposed Disposal or (iii) 30 June 2018.

If the Proposed Disposal shall materialize, it may constitute a notifiable transaction for the Company. Further announcement will be made in compliance with the GEM Listing Rules as and when appropriate.

**As the HOA is not legally binding with regard to the Proposed Disposal, it may or may not proceed. Shareholders and investors are advised to exercise caution when dealing in the Shares of the Company.**

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the expressions below have the following meanings:

“Company”	Aurum Pacific (China) Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
“connected persons”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“HOA”	the heads of agreement dated 29 March 2018 made between the Potential Purchaser and the Vendors
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Proposed Disposal”	the proposed disposal of the majority equity interests of Targets by the Vendors

“Potential Purchaser”	an independent investment firm on Europe and operating as a limited liability partnership incorporated under the laws of the United Kingdom. To the best knowledge, information and belief of the directors of the Company, after having made all reasonable enquiries, the Potential Purchaser is a third party independent of and not connected with the Company and its connected persons (as defined under the GEM Listing Rules)
“Targets”	Fore Freedom B.V. and XXL Net B.V., companies incorporated in the Netherlands whose 49% issued shares are owned by Tri King
“Shareholder(s)”	the holder(s) of the Shares
“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tri King”	Tri King International Limited, an indirect wholly owned subsidiary of the Company
“Vendors”	Tri King and two other shareholders of the Targets

By Order of the Board of  
**Aurum Pacific (China) Group Limited**  
**Chan Kwun Chung**  
*Executive Director*

Hong Kong, 3 April 2018

*As at the date of this announcement, the Board comprises three executive Directors Mr. Chan Wai Kit, Mr. Chan Kwun Chung and Mr. Lee Cheung Yuet Horace and three independent non-executive Directors, Mr. Leung Man Chun, Mr. Fok Kin Fung Eric and Mr. Pang Siu Yin.*

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

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page 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).*