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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)**

### **MEMORANDUM OF UNDERSTANDING IN RELATION TO A PROPOSED ACQUISITION**

This announcement is made pursuant to Rule 17.10(2) of the GEM Listing Rules and Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

On 11 May 2018 after trading hours, the Company entered into the MOU with the Vendors in relation to the proposed acquisition of 51% of the issued share capital in the Target. The Target and its subsidiaries are principally engaged in generation and supply of electricity in Turkey.

To the best of the Directors' information and belief having made all reasonable enquiries, the Vendors are third parties independent of and not connected with the Company and its connected persons.

Under the MOU, the Vendors shall not directly or indirectly negotiate or agree with any other party relating to the Proposed Acquisition or do anything which is inconsistent with the Proposed Acquisition for a period of 6 months ("**Exclusive Period**") from the date of the MOU.

In consideration of the granting of the Exclusive Period, the Company shall pay to the Vendors a sum of Hong Kong Dollars 5 Million as refundable earnest money ("**Earnest Money**") to be paid within 30 days from this announcement date.

Prior to entering into a formal sale and purchase agreement, the Target has to complete the proposed restructuring of the business and finances of the Target and its subsidiaries.

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

The MOU shall terminate upon the earlier of: (i) expiry of the Exclusive Period, or (ii) execution of the formal sale and purchase agreement relating to the Proposed Acquisition or (iii) not less than 7 days' written notice of termination of the MOU being given by any party to the other. The Earnest Money shall be repaid to the Company without interest or cost upon termination of the MOU.

The Proposed Acquisition, if materialized, may constitute at least a discloseable transaction for the Company.

**As the MOU is not legally binding with regard to the Proposed Acquisition, 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
“GEM”	the GEM of 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

“MOU”	the memorandum of understanding dated 11 May 2018 made between the Vendors and the Company
“Proposed Acquisition”	the proposed acquisition of 51% of the issued share capital in the Target
“Shareholder(s)”	the holder(s) of the Shares
“Share(s)”	ordinary share(s) of HK\$0.04 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	a limited company incorporated in Turkey
“Vendors”	the vendors under the MOU, being the shareholders of the Target

By Order of the Board of  
**Aurum Pacific (China) Group Limited**  
**Lee Cheung Yuet Horace**  
*Executive Director*

Hong Kong, 11 May 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 on the page of “Latest Company Announcements” for at least 7 days from the date of its posting and the website of the Company at [www.aurumpacific.com.hk](http://www.aurumpacific.com.hk).*