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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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in AUPU Group Holding Company Limited, you should at once hand this circular and the enclosed proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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AUPU

AUPU GROUP HOLDING COMPANY LIMITED

奥普集团控股有限公司

(Incorporated in Cayman Islands as an exempted company with limited liability)

(Stock Code: 00477)

RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of AUPU Group Holding Company Limited (the “**Company**”) to be held on Friday, 23 May 2014 at 10:00 a.m. at the Tang Room I, 3/F, Sheraton Hong Kong Hotel and Towers, 20 Nathan Road, Kowloon, Hong Kong (the “**Annual General Meeting**”) is set out on pages 12 to 15 of this circular. A proxy form for use by the Shareholders at the Annual General Meeting is enclosed. If you do not intend to attend and vote at the Annual General Meeting in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting or, in the case of a poll taken subsequently to the date of the Annual General Meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll. Such proxy form for use at the Annual General Meeting is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.aupu.cn). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

15 April 2014

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held on Friday, 23 May 2014 at 10:00 a.m. at the Tang Room I, 3/F, Sheraton Hong Kong Hotel and Towers, 20 Nathan Road, Kowloon, Hong Kong or any adjournment thereof;
“Articles of Association”	the articles of association of the Company, as amended from time to time, and “Article” shall mean an Article of the Articles of Association;
“associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“AUPU Electrical”	杭州奧普電器有限公司 (Hangzhou AUPU Electrical Appliances Co., Ltd.), a company incorporated in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company;
“AUPU Technology”	杭州奧普衛廚科技有限公司 (Hangzhou AUPU Bathroom & Kitchen Technology Co., Ltd.), a company incorporated in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company;
“Board”	the board of Directors of the Company;
“Company”	AUPU Group Holding Company Limited, a company incorporated in Cayman Islands as an exempted company with limited liability and the shares of which are listed on the main board of the Stock Exchange;
“connected person”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	7 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“New Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and otherwise deal with additional Shares of up to a maximum of 20% of the aggregate nominal share capital of the Company in issue at the date of the passing of such resolution;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing such resolution;
“RMB”	Renminbi yuan, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary”	a subsidiary within the meaning of the Companies Ordinance (Cap. 622) for the time being of the Company whether incorporated in Hong Kong or elsewhere and “Subsidiaries” shall be construed accordingly;
“Takeovers Code”	the Code on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission; and
“%”	per cent.

AUPU

AUPU GROUP HOLDING COMPANY LIMITED

奥普集团控股有限公司

(Incorporated in Cayman Islands as an exempted company with limited liability)

(Stock Code: 00477)

Executive Directors:

Mr. Fang James (*Chairman*)
Mr. Fang Shengkang

Non-Executive Directors:

Mr. Lu Songkang
Mr. Lin Xiaofeng

Independent Non-Executive Directors:

Mr. Wu Tak Lung
Mr. Shen Jianlin
Mr. Cheng Houbo

Registered Office:

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal Place of Business
in the PRC:*

No. 210, 21st Street
Xiasha Economic & Technological
Development Zone
Hangzhou
Zhejiang Province
the PRC

*Principal Place of Business
in Hong Kong*

Unit A, 6/F, Queen's Centre
58-64 Queen's Road East
Wanchai
Hong Kong

15 April 2014

To the Shareholders

**RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information regarding the resolutions to be proposed at the Annual General Meeting relating to (i) the re-election of retiring Directors; and (ii) the New Issue Mandate and the Repurchase Mandate to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions. A notice of the Annual General Meeting is set out on pages 12 to 15 of this circular.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely, Mr. Fang James, Mr. Fang Shengkang, being the executive Directors; Mr. Lu Songkang and Lin Xiaofeng, being the non-executive Directors; Mr. Wu Tak Lung, Mr. Cheng Houbo and Mr. Shen Jianlin being the independent non-executive Directors. Pursuant to Article 87 of the Company, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Pursuant to Article 87, each of Mr. Fang Shengkang, Mr. Lin Xiaofeng, and Mr. Cheng Houbo informed the Company that he shall retire at the Annual General Meeting but, being eligible, will offer himself for election. Details of the retiring Directors as proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

3. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the Annual General Meeting, ordinary resolutions will be proposed to grant the New Issue Mandate and the Repurchase Mandate to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution (based on the information available as at the Latest Practicable Date, the maximum number of Shares to be issued will be 208,700,200); and (ii) to repurchase Shares which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution.

The general unconditional mandates to issue and repurchase Shares granted by resolutions of the Shareholders passed on 24 May 2013 will lapse at the conclusion of the Annual General Meeting. In this regard, resolutions nos. 8, 9 and 10 set out in the notice of the Annual General Meeting will be proposed at the Annual General Meeting to grant to the Directors the New Issue Mandate and the Repurchase Mandate. With reference to these resolutions, the Directors wish to state that they have no present intention to issue and/or repurchase any Shares pursuant to the mandates.

Pursuant to the Listing Rules, the Company may not make a new issue of Shares or announce a proposed new issue of Shares for a period of 30 days after any purchase of Shares by it without the prior approval of the Stock Exchange. The New Issue Mandate may only continue to be in force until the conclusion of the first annual general meeting following the passing of the ordinary resolution to grant the New Issue Mandate to the Directors, or revoked or varied by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

LETTER FROM THE BOARD

An explanatory statement, as required by the Listing Rules to be sent to Shareholders in connection with the proposed general mandate to repurchase the Shares, is set out in Appendix II to this circular. The explanatory statement contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the relevant resolution.

4. FINAL DIVIDEND

The Board has resolved to recommend the payment of a final dividend of RMB0.025 per Share for the year ended 31 December 2013 (2012: RMB0.04) subject to the Shareholders' approval at the Annual General Meeting.

The Company's register of members will be closed from Wednesday, 4 June 2014 to Friday, 6 June 2014 (both days inclusive), during which period no transfer of Shares of the Company will be effected. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 3 June 2014.

5. ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 12 to 15 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, *inter alia*, the re-election of Directors and the grant of the New Issue Mandate and the Repurchase Mandate. A proxy form for the Annual General Meeting is enclosed. If you do not intend to attend and vote at the Annual General Meeting in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or, in the case of a poll taken subsequently to the date of the Annual General Meeting, not less than 24 hours before the time appointed for the taking of the poll. Such proxy form for use at the Annual General Meeting is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.aupu.cn). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

In accordance with the Listing Rules, a poll will be required on each of the resolutions set out in the notice of the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. RECOMMENDATION

The Directors are of the opinion that the proposals for the re-election of Directors and the grant of the New Issue Mandate and Repurchase Mandate are in the best 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 Annual General Meeting.

LETTER FROM THE BOARD

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

Yours faithfully,
For and on behalf of the Board
AUPU Group Holding Company Limited
Fang James
Chairman

DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION**Mr. Fang Shengkang**

Mr. Fang Shengkang (方勝康) (“Mr. Fang”), aged 61, is an executive Director, the president of the Company and the general manager of AUPU Electrical and AUPU Technology. Mr. Fang is responsible for overseeing the day-to-day operations of the Group and the implementation of the Board’s policies and decisions, including execution of annual business plan and investment plan. Mr. Fang has been with the Group since its establishment in 1993 and has been a director and general manager of AUPU Electrical and AUPU Technology since 1993 and 2004 respectively. In 2000, he received commendation from the Hangzhou City People’s Government as a “Model Employee” and served as the Hangzhou Deputy to the 10th National People’s Congress (杭州市第十屆人大代表). Mr. Fang is a cousin of Mr. Fang James. Mr. Fang is also a senior economist of the Zhejiang province.

Mr. Fang is a director and shareholder of SeeSi Universal Limited which holds 576,000,000 Shares of the Company which fall to be disclosed under the provision of Divisions 2 and 3 of Part XV of the SFO. Mr. Fang also has personal interest in 1,080,000 Shares of the Company.

Other than his directorship with the Company and save as disclosed herein, Mr. Fang has not held directorship in any other listed public companies during the past three years, nor does he has any relationship with other Directors, senior management, substantial or controlling shareholders (within the meaning of the Listing Rules) of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Fang does not hold any interest in the Shares of the Company within the meaning of Part XV of the SFO. There is no service contract entered into between the Company and Mr. Fang. He has not been appointed for a specific term but is subject to the retirement by rotation and is eligible for re-election at the Annual General Meeting of the Company in accordance with the Articles of Association. Mr. Fang is entitled to an annual remuneration of RMB500,000 and a bonus to be determined with reference to the Group’s performance. The director’s remuneration is determined with reference to the prevailing market prices and the Company’s remuneration policy. Mr. Fang has confirmed that there is no other matter that should be brought to the attention of the Shareholders and no other information as is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Lin Xiaofeng

Mr. Lin Xiaofeng (林曉峰) (“Mr. Lin”), aged 41, is a non-executive Director. He graduated from The University of Southern Queensland with a master’s degree in business administration. Mr. Lin has more than 10 years of experience in corporate finance activities. He is the founder of Ashe Capital Management Limited. From October 2000 to May 2004, Mr. Lin served as a partner of Cyberh Science and Technology Investment Co., Ltd. (上海先和科技投資有限公司). For the period from April 2008 to June 2011, he was a non-executive director of China Singyes Solar Technologies Holdings Limited (HK Stock Code: 00750), the shares of which are listed on the main board of the Stock Exchange. Since 1 August 2013, he was a non-executive director of DX.com Holdings Limited (HK Stock Code: 08086), the shares of which are listed on the GEM of the Stock Exchange. Save as disclosed herein, Mr. Lin

does not have any other major appointments or qualifications during the past three years. He was appointed as an executive Director on 26 August 2011 and re-designated as a non-executive Director on 30 September 2013.

Save as disclosed herein, Mr. Lin does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lin does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO. There is no service contract entered into between the Company and Mr. Lin. He has not been appointed for a specific term but is subject to retirement by rotation and is eligible for re-election at the Annual General Meeting of the Company in accordance with the Articles of Association. Mr. Lin is entitled to an annual remuneration of RMB60,000. His remuneration is determined with reference to the prevailing market prices and the Company's remuneration policy. Mr. Lin has confirmed that there is no other matter that should be brought to the attention of the Shareholders and no other information as is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Cheng Houbo

Mr. Cheng Houbo (程厚博) ("Mr. Cheng"), aged 51, is an independent non-executive Director. He is the president of Shenzhen OFC Investment Management Ltd. (深圳東方富海投資管理有限公司). Mr. Cheng graduated from Zhejiang University with a bachelor degree in Optical Instrumentation and Engineering in 1982 and obtained a master's degree in Engineering in 1989. Mr. Cheng has extensive experience in investment and corporate finance. Mr. Cheng is the vice chairman of Shenzhen Venture Capital Association (深圳創業投資同業公會副會長), vice chairman of Shenzhen Promotion Association of Small & Medium Enterprise (深圳中小企業促進會副會長), vice chairman of Shenzhen Financial Consultant Association (深圳金融顧問協會副會長) and was ranked first amongst the China Top 10 Venture Capital Investment Managers (中國十佳基金投資人第一名) in 2002. Save as disclosed herein, Mr. Cheng does not have any other major appointments or qualifications during the past three years. He was appointed as an independent non-executive Director on 16 November 2006.

There is no service contract entered into between the Company and Mr. Cheng. He has not been appointed for a specific term but is subject to retirement by rotation and re-election. He is eligible for re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. Cheng is entitled to annual remuneration amounted to approximately RMB50,000. The emolument of Mr. Cheng is determined with reference to his experience, duties and responsibilities in the Company, the prevailing market condition and in accordance with the Company's remuneration policy.

As at the Latest Practicable Date, Mr. Cheng had a deemed interest in 187,500 underlying Shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Cheng does not have any relationship with other Directors, senior management or substantial or controlling shareholders of the Company. Mr. Cheng confirmed that there is no other matter that should be brought to the attention of the Shareholders and no other information as is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,043,501,000 Shares. Exercise in full of the Repurchase Mandate, on the basis that no further Shares are issued or repurchased prior to 23 May 2014, being the date of the Annual General Meeting, could accordingly result in up to a maximum of 104,350,100 Shares being repurchased by the Company during the course of the period from 23 May 2014 to the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting of the Company is required to be held by law; and (iii) the date upon which such authority is revoked or varied.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to seek a general authority from the Shareholders to enable the Directors to purchase Shares in the market. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such a purchase will benefit the Company and its Shareholders as a whole.

FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely out of the Company's profits or out of proceeds of a fresh issue of shares made for the purpose which will be funds legally available for the purpose in accordance with all applicable laws of Cayman Island and the Company's memorandum and Articles of Association. On the basis of the consolidated financial position of the Company as at 31 December 2013 (being the date to which the latest published financial statements of the Company have been made up), the Directors consider that the exercise in full of the Repurchase Mandate to repurchase Shares might have a material adverse impact on the working capital position of the Company as compared with its position as at 31 December 2013. No purchase would be made in circumstances that might have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements) unless the Directors considered that such purchases were in the best interests of the Company and its Shareholders as a whole notwithstanding such material adverse impact.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

SHARE PRICES AND REPURCHASED SHARES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date are as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
April 2013	0.78	0.70
May 2013	0.88	0.76
June 2013	0.82	0.69
July 2013	0.76	0.70
August 2013	0.84	0.75
September 2013	0.82	0.75
October 2013	0.99	0.74
November 2013	0.94	0.83
December 2013	0.93	0.88
January 2014	0.91	0.87
February 2014	0.92	0.86
March 2014	0.92	0.80
April 2014 until the Latest Practicable Date	0.88	0.83

During the six months preceding the Latest Practicable Date, the Company repurchased its own Shares on the Stock Exchange as follows:

<u>Date of repurchase</u>	<u>No. of Shares repurchased</u>	<u>Price per Share</u>		<u>Aggregate consideration paid</u>
		<u>Highest</u>	<u>Lowest</u>	
		<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>
17 October 2013	14,312,000	0.80	0.80	11,449,600

These repurchased Shares were cancelled on 31 October 2013.

Save as disclosed above, neither the Company nor any of its subsidiaries has purchased any of the Shares whether on the Stock Exchange or otherwise during the six months preceding the Latest Practicable Date.

EFFECT OF THE TAKEOVERS CODE

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and could give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code, according to Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, SeeSi Universal Limited ("SeeSi"), a company controlled by two Directors, Mr. Fang James and Mr. Fang Shengkang, was interested in 576,000,000 Shares, representing approximately 55.20% of the issued share capital of the Company as at the Latest

Practicable Date. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of SeeSi in the Company would be increased to approximately 61.33% of the issued share capital of the Company. To the best of the Director's knowledge and belief, the Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate. SeeSi and/or its respective associates has notified the Company that it has no present intention to sell Shares to the Company, in the event that the Repurchase Mandate is approved and exercised. Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date of repurchase of the Shares made by the Company, the exercise of the Repurchase Mandate in full will not result in the number of the Shares held by the public falling below 25% as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding falling below such prescribed percentage.

CONNECTED PERSONS

No persons who are connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company nor have they undertaken not to do so, if the Repurchase Mandate is approved.

DIRECTORS

None of the Directors or, to the best of their knowledge and having made all reasonable enquiries, their respective associates have any present intention, if the Repurchase Mandate is approved, to sell any Shares to the Company. The Directors have undertaken to the Stock Exchange that they would exercise the power of the Company to make purchases pursuant to the proposed ordinary resolution in accordance with the Listing Rules and the applicable laws of Cayman Island, the jurisdiction in which the Company is incorporated.

AUPU

AUPU GROUP HOLDING COMPANY LIMITED

奥普集团控股有限公司

(Incorporated in Cayman Islands as an exempted company with limited liability)

(Stock Code: 00477)

NOTICE IS HEREBY GIVEN that the annual general meeting of AUPU Group Holding Company Limited (the “**Company**”) will be held at Tang Room I, 3/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Friday, 23 May 2014 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and independent auditors of the Company for the year ended 31 December 2013.
2. To declare a final dividend for the year ended 31 December 2013 of RMB0.025 per share of HK\$0.1 each in the capital of the Company.
3. To re-elect Mr. Fang Shengkang as an executive director of the Company.
4. To re-elect Mr. Lin Xiaofeng as a non-executive director of the Company.
5. To re-elect Mr. Cheng Houbo as an independent non-executive director of the Company.
6. To authorise the board of directors of the Company to fix all directors’ remuneration.
7. To re-appoint Messrs. Deloitte Touche Tohmatsu as independent auditors of the Company and to authorise the board of directors of the Company to fix their remuneration for the ensuing year.
8. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (A) subject to paragraph 8(C) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph 8(A) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph 8(A) and (B), (otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any options granted under the share option scheme adopted by the Company; (iii) an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company; (iv) an issue of shares in lieu of the whole or part of a dividend pursuant to any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company; and (v) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to in (ii) and (iii) above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities), shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution; and
- (D) for the purposes of this resolution: “**Relevant Period**” means the period from the time 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 memorandum and articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

9. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (A) subject to paragraph 9(C) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to purchase such securities are subject to and in accordance with all

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applicable laws and/or requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby, generally and unconditionally approved;

- (B) the approval in paragraph 9(A) shall be in addition to any other authorization given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph 9(A) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution; and
- (D) for the purposes of this resolution:

“**Relevant Period**” means the period from the time 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 memorandum and articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

10. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT conditional upon the passing of the ordinary resolutions numbered 8 and 9 in the notice convening this meeting, the aggregate nominal amount of the shares in the capital of the Company which are purchased by the Company pursuant to and in accordance with the said resolution numbered 9 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the resolution numbered 8 set out in this notice of meeting.”

By Order of the Board
AUPU Group Holding Company Limited
Fang James
Chairman

Hong Kong, 15 April 2014

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Notes:

- (1) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any general meeting.
- (2) The register of members of the Company will be closed from Wednesday, 21 May 2014 to Friday, 23 May 2014 (both days inclusive) during which period no transfer of shares will be effected. Any members of the Company, whose names appear on the Company's register of members at the close of business on Friday, 23 May 2014, are entitled to attend and vote at the Annual General Meeting after completing the registration procedures for attending the meeting. In order to be entitled to attend and vote at the Annual General Meeting, share transfer documents should be lodged with the Company or the Company's branch share registrar and transfer office in Hong Kong no later than 4:30 p.m. on Tuesday, 20 May 2014.

In order to ascertain the entitlements of the members to receive the proposed final dividend, the Company's register of members will be closed from Wednesday, 4 June 2014 to Friday, 6 June 2014 (both days inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrars and transfer office in Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 3 June 2014.

The address of the Company's branch share registrar and transfer office in Hong Kong is as follows:

Tricor Investor Services Limited

Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

The form of proxy and (if required by the board of Directors) the power of attorney or other authority (if any), under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight hours before the time appointed for holding the above meeting or any adjourned meeting thereof at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the above meeting or adjourned meeting, not less than twenty-four hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (3) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
- (4) The form of proxy must be signed by the appointor or his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- (5) Details of each of the retiring Directors proposed to be re-elected as a Director of the Company at the Annual General Meeting are set out in Appendix I to this circular.
- (6) As at the date of this notice, the Board comprises two executive Directors, namely Mr. Fang James and Mr. Fang Shengkang; two non-executive Directors, namely Mr. Lin Xiaofeng and Mr. Lu Songkang; and three independent non-executive Directors, namely Mr. Wu Tak Lung, Mr. Cheng Houbo and Mr. Shen Jianlin.