

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)

PROXY FORM

Annual General Meeting to be held on 23 May 2014

I/We _____
of (address) _____
being a shareholder of AUPU Group Holding Company Limited (the "Company") hereby appoint ^(Note 1) _____
of _____

or failing him the duly appointed Chairman of the Annual General Meeting as my/our proxy to attend, act and vote on my/our behalf at the Annual General Meeting of the shareholders 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 & Towers, 20 Nathan Road, Kowloon, Hong Kong and at any adjournment thereof and, in particular, to vote in respect of the under-mentioned resolutions as indicated:

Resolutions	FOR ^(Note 2)	AGAINST ^(Note 2)
1. To receive and adopt 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		
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 ensuring year		
8. To approve the general mandate to allot and issue additional shares in the Company		
9. To approve the general mandate to repurchase issued shares in the Company		
10. To extend the general mandate to allot and issue the shares repurchased by the Company		

As witness my/our hand this _____ day of 2014 Signature(s) ^(Note 4) _____
Shareholder(s) of the Company

Notes:

1. A proxy need not be a shareholder of the Company. A shareholder is entitled to appoint a proxy of his own choice to attend and vote instead of him. If such an appointment is made, delete the words "or failing him the duly appointed Chairman of the Annual General Meeting" and insert the name and address of the person appointed as proxy in the space provided. If no name is inserted, the Chairman of the Annual General Meeting will act as your proxy.
2. Please indicate with an "✓" in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. If this form is returned duly signed but without any indication, the proxy will vote for or against the resolutions or will abstain at his discretion at the meeting.
3. In the case of joint holders of a share in the Company, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
4. If the appointor is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
5. To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, 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 not less than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting as the case may be or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll. In the event that you attend the meeting after having lodged this proxy form, this proxy form will be deemed to have been revoked.