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AUPU GROUP HOLDING COMPANY LIMITED  
奧普集團控股有限公司

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

(Stock Code: 00477)

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## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

### **APPOINTMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR**

### **CHANGES OF COMPOSITION OF AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE**

#### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Cheng Houbo resigned as an independent non-executive Director, the chairman of Nomination Committee and member of the Audit Committee and the Remuneration Committee with effect from 1 September 2014 due to the need to devote more time on his other business commitments.

#### **APPOINTMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Wu Xingjie has been appointed as an executive Director and Mr. Gan Weimin has been appointed as an independent non-executive Director of the Company, both effective from 1 September 2014.

#### **CHANGE COMPOSITION OF THE AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE**

Following the resignation of Mr. Cheng Houbo and the appointment of Mr. Gan Weimin as mentioned above, Mr. Gan Weimin has also been appointed as chairman of Nomination Committee and member of the Audit Committee and the Remuneration Committee.

## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**” or individual the “**Director**”) of AUPU Group Holding Company Limited (the “**Company**”) announces Mr. Cheng Houbo (“**Mr. Cheng**”) resigned as an independent non-executive Director, chairman of nomination committee (the “**Nomination Committee**”) and a member of the audit committee (the “**Audit Committee**”) and the remuneration committee (“**Remuneration Committee**”) of the Company with effect from 1 September 2014 due to the need to devote more time on his other business commitments.

Mr. Cheng has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Cheng for his valuable contribution to the Company during his tenure of office.

## **APPOINTMENT OF EXECUTIVE DIRECTOR**

**Mr. Wu Xingjie** (吳興杰)

The Board is pleased to announce that Mr. Wu Xingjie (吳興杰) (“**Mr. Wu**”) has been appointed as an executive Director of the Company with effect from 1 September 2014.

Mr. Wu Xingjie, aged 33, joined the Company in 2012. Currently, Mr. Wu is the chief executive officer of the Company and is responsible for the general management in the Company and its subsidiaries (the “**Group**”), including, the management and development of distribution channels, and product research and development activities. He is the son-in-law of an executive Director of the Company, Mr. Fang Shengkang. Mr. Fang Shengkang is a cousin of Mr. Fang James, and both of them are directors and shareholders of SeeSi Universal Limited, which in turn, is a substantial shareholder (as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**SFO**”)) of the Company.

Mr. Wu graduated from Zhejiang University and obtained a doctorate degree in Western Economics in 2010. In 2005, he obtained a master degree in Economics from Renmin University of China. He was a fund manager of Shenzhen Jin Yongquan Investment Funds Management Co., Ltd from July 2010 to July 2012. In August 2012, he was appointed as the general manager of the joint venture of the Group, Hangzhou AUPU Broni Kitchen & Bath Co., Ltd. During the period from July 2013 to June 2014, he held the position as assistant president of a subsidiary in the Group, Hangzhou AUPU Bathroom & Kitchen Technology Co., Ltd. and has been promoted to executive president since then.

Other than his directorship with the Company and save as disclosed herein, Mr. Wu has not previously held and is not holding any other position within the Group, nor does he has any other relationship with any other directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of the Group.

He has not held any directorship in any other listed public companies in the past three years. As at the date hereof, save as disclosed above, Mr. Wu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Wu has not entered into any service contract in relation to his directorship with the Company, and has no fixed term of service with the Company but is subject to retirement by rotation and is eligible for re-election at the annual general meeting of the Company pursuant to the Company's articles of association. Mr. Wu will be entitled to an annual director remuneration of RMB700,000 and a bonus which is calculated based on the financial results of the Company. His remuneration is determined by reference to the prevailing market practice and the Company's remuneration policy.

As confirmed by Mr. Wu, there is no other matter that should be brought to the attention of the shareholders of the Company in respect to his appointment and no other information is required to be disclosed under the Rules 13.51 (2)(h) to 13.51 (2)(v) of the Listing Rules.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

### **Mr. Gan Weimin (甘為民)**

The Board is pleased to announce that Mr. Gan Weimin (甘為民) (“**Mr. Gan**”) has been appointed as an independent non-executive Director of the Company with effect from 1 September 2014.

Mr. Gan, aged 48, graduated from Zhejiang University and obtained a bachelor degree in Optical Instruments Engineering, and a bachelor degree and a master degree in Law. Since 1990, Mr. Gan has been practicing as a lawyer, and subsequently qualified as practicing agent for securities and patents. He is now a partner of Guantao Law Firm, a law firm situated in the People's Republic of China (the “PRC”). Mr. Gan is currently an independent non-executive director of Huazhi Holding (Zhejiang) Co., Ltd (“华智控股”, 000607), Roshow Technology Co., Ltd. (“露笑科技”, 002617) and Hangzhou Everfine Photo-E-Info Co., Ltd. (“遠方光電”, 300306), all of which are listed on the Shenzhen Stock Exchange, PRC. He is also an independent non-executive director of Gem-Year Industrial Co., Ltd. (“晉億實業”, 601002), a company listed on the Shanghai Stock Exchange. Mr. Gan was an executive partner of Zhejiang T&C Law Firm from October 1997 to January 2002, and a managing partner of Zhejiang High Mark Law Firm from January 2002 to July 2012.

Other than his directorship with the Company and save as disclosed herein, Mr. Gan has not previously held and is not holding any other position within the Group, and he has not held any directorship in any other listed public companies in the past three years.

He does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Group. As at the date hereof, Mr. Gan does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Gan has not entered into any service contract in relation to his directorship with the Company, and has no fixed term of service with the Company but is subject to retirement by rotation and is eligible for re-election at the annual general meeting of the Company pursuant to the Company's articles of association. Mr. Gan will be entitled to an annual remuneration of RMB60,000. The Directors' remuneration is determined by reference to the prevailing market practice and the Company's remuneration policy.

As confirmed by Mr. Gan, there is no other matter that should be brought to the attention of the shareholders of the Company in respect to his appointment and no information is required to be disclosed under the Rules 13.51 (2)(h) to 13.51 (2)(v) of the Listing Rules.

#### **CHANGES OF COMPOSITION OF THE AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE**

Following the resignation of Mr. Cheng Houbo and the appointment of Mr. Gan Weimin as mentioned above, Mr. Gan Weimin has also been appointed as Chairman of Nomination Committee and members of Audit Committee and Remuneration Committee of the Company with effect from 1 September 2014.

Upon the above changes becoming effective, the Audit Committee of the Company comprises three independent non-executive Directors, namely Mr. Wu Tak Lung, Mr. Gan Weimin and Mr. Shen Jianlin, and a non-executive Director, Mr. Lu Songkang, with Mr. Wu Tak Lung as the Chairman.

The Remuneration Committee of the Company comprises Mr. Shen Jianlin, Mr. Fang Shengkang, Mr. Wu Tak Lung and Mr. Gan Weimin with Mr. Shen Jianlin as the Chairman.

The Nomination Committee of the Company comprises Mr. Wu Tak Lung, Mr. Shen Jianlin, Mr. Fang James, Mr. Fang Shengkang and Mr. Gan Weimin with Mr. Gan Weimin as the Chairman.

The Board would like to take this opportunity to express its warmest welcome to Mr. Wu Xingjie and Mr. Gan Weimin for their new positions.

This announcement is available for viewing on the websites of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company ([www.aupu.cn](http://www.aupu.cn)).

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

Hong Kong, 1 September 2014

*As at the date hereof, taking into account the aforesaid changes, the executive directors of the Company consists of Mr. Fang James, Mr. Fang Shengkang and Mr. Wu Xingjie; the non-executive directors are Mr. Lin Xiaofeng and Lu Songkang; the independent non-executive directors are Mr. Wu Tak Lung, Mr. Gan Weimin and Mr. Shen Jianlin.*