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# AUPU

**Upwind Holding Company Limited**  
( 迎風 控 股 有 限 公 司 )

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

**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)

**PROPOSED PRIVATISATION  
OF  
AUPU GROUP HOLDING COMPANY LIMITED  
BY  
UPWIND HOLDING COMPANY LIMITED  
BY WAY OF  
A SCHEME OF ARRANGEMENT  
(UNDER SECTION 86 OF THE COMPANIES LAW OF THE CAYMAN ISLANDS)**

**DELAY IN DESPATCH OF SCHEME DOCUMENT**

Further to the joint announcement published by the Company and the Offeror on 29 May 2016 and 17 June 2016 (the “**Joint Announcements**”), the Company and the Offeror wish to inform Shareholders that additional time is required to finalise the information to be contained in the Scheme Document, including the Company’s interim results and the letter from the independent financial adviser to be included therein. Accordingly, the date of despatch of the Scheme Document is delayed and is expected to be a date no later than 22 August 2016. Capitalised terms used and not otherwise defined herein shall have the same meanings as ascribed to them in the Joint Announcements.

The Offeror and the Company have applied to the Executive for its consent to extend the date of despatch of the Scheme Document to a date no later than 22 August 2016 and the Executive has granted such consent.

Pursuant to Rule 8.2 of the Takeovers Code, the Company is required to post the Scheme Document within 21 days of the date of the Joint Announcement, that is, on or before 19 June 2016. The Executive’s consent is required if the Scheme Document may not be posted within this period. On 17 June 2016, the Executive consented to an extension of the latest time to despatch the Scheme Document no later than 11 August 2016.

Having regard to the latest status of the preparation of its interim results, the Company considers that it will be in the Shareholders' interests to include the interim results in the Scheme Document. As a result, the Company and the Offeror wish to inform Shareholders that additional time is required to finalise the information to be contained in the Scheme Document, including the Company's interim results and the letter from the independent financial adviser to be included therein. Taking into account the time required for final clearance of the Scheme Document for despatch by the Stock Exchange and the Grand Court, and the bulk printing of the Scheme Document, the Company expects the Scheme Document to be despatched on or before 22 August 2016.

The Offeror and the Company have applied to the Executive for its consent to extend the date of despatch of the Scheme Document to a date no later than 22 August 2016 and the Executive has granted such consent. Further announcement will be made when the Scheme Document is despatched.

**WARNING: Shareholders, Optionholders and/or potential investors should be aware that the implementation of the Proposal is subject to the satisfaction or waiver of a number of Conditions and therefore the Proposal may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, as there is no certainty that the Proposal will ultimately become effective. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors or other professional advisors.**

By order of the board of directors of  
**Upwind Holding Company Limited**  
(迎風控股有限公司)  
**Fang James**  
*Director*

By order of the Board of  
**AUPU Group Holding Company Limited**  
(奧普集團控股有限公司)  
**Fang James**  
*Chairman*

Hong Kong, 5 August 2016

*As at the date of this announcement, the directors of the Offeror are Mr. Fang James and Mr. Fang Shengkang.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, the executive Directors are Mr. Fang James, Mr. Fang Shengkang and Mr. Wu Xingjie; the non-executive Directors are Mr. Lu Songkang and Mr. Lin Xiaofeng; the independent non-executive Directors are Mr. Wu Tak Lung, Mr. Shen Jianlin and Mr. Gan Weimin.*

*The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Offeror and the Offeror Concert Parties) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*