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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)**

**IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION**

**Cause No. FSD 96 of 2016**

IN THE MATTER of sections 15 and 86 of the Companies Law (2013 Revision) (as amended)

AND IN THE MATTER of the Grand Court Rules 1995 Order 102

AND IN THE MATTER of **AUPU Group Holding Company Limited** (奥普集团控股有限公司)

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## **NOTICE OF COURT MEETING**

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**NOTICE IS HEREBY GIVEN** that, by an order dated 2 August 2016 (the “Order”) made in the above matter, the Grand Court of the Cayman Islands (the “Court”) has directed a meeting (the “Court Meeting”) to be convened of the Scheme Shareholders (as defined in the Scheme of Arrangement hereinafter mentioned) for the purpose of considering and, if thought fit, approving, with or without modification(s), a scheme of arrangement (the “Scheme of Arrangement”) proposed to be made between AUPU Group Holding Company Limited (the “Company”) and the Scheme Shareholders and that the Court Meeting will be held at Ching Room, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Wednesday 14 September 2016 at 10:00 a.m. (Hong Kong time) at which place and time all Scheme Shareholders are invited to attend.

A copy of the Scheme of Arrangement and a copy of an explanatory statement explaining the effect of the Scheme of Arrangement are incorporated in the composite scheme document of which this Notice forms part. A copy of the composite scheme document can also be obtained by the Scheme Shareholders from the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Scheme Shareholders may vote in person at the Court Meeting or they may appoint another person (who must be an individual), whether a member of the Company or not, to attend, speak and vote in their stead. A pink form of proxy for use at the Court Meeting is enclosed with the composite scheme document dated 22 August 2016 despatched to members of the Company on 22 August 2016. Completion and return of the pink proxy form will not prevent a Scheme Shareholder from attending and voting at the Court Meeting, or any adjournment thereof, in person if he/she wishes to do so and in event, the pink proxy form previously submitted shall be deemed to be revoked.

In the case of joint holders of a share, any one of such persons may vote at the Court Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders be present at the Court Meeting personally or by proxy, that 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. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the Register of Members of the Company in respect of such joint holding, the first named shareholder being the senior.

It is requested that pink forms appointing proxies be deposited at the Hong Kong branch share registrar and transfer office of the Company in Hong Kong at Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 10:00 a.m. on Monday, 12 September 2016, but if forms are not so lodged they may be handed to the chairman of the Court Meeting at the Court Meeting before the taking of the poll, who has absolute discretion as to whether or not to accept them pursuant to the Order.

By the Order, the Court has appointed Wu Tak Lung, a director of the Company, or failing him, Gan Weimin, also a director of the Company, or failing him, any other person who is a director of the Company as at the date of the Court Meeting, to act as the chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the results of the Court Meeting to the Court.

The Scheme of Arrangement will be subject to a subsequent application seeking the sanction of the Court.

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

Hong Kong, 22 August 2016

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P.O. Box 2681  
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KY1-1111  
Cayman Islands

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*Notes:*

1. A Scheme Shareholder entitled to attend and vote at the Court Meeting is entitled to appoint one, and if such Scheme Shareholder is the holder of two or more shares, more than one proxy to attend and vote instead of him. A proxy need not be a Scheme Shareholder of the Company, but must attend the Court Meeting in person to represent him.
2. A pink form of proxy for use at the Court Meeting is enclosed with the composite document containing the Scheme of Arrangement dated 22 August 2016 despatched to Scheme Shareholder of the Company.
3. In order to be valid, the pink form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged with Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the Court Meeting or any adjournment thereof but if the forms are not so lodged, they may be handed to the Chairman of the Court Meeting at the Court Meeting before taking of the poll, who has absolute discretion as to whether or not to accept them pursuant to the Order. Completion and return of the pink form of proxy will not preclude a Scheme Shareholder from attending the Court Meeting and voting in person if he so wishes. In the event that a Scheme Shareholder attends and votes at the Court Meeting after having lodged his pink form of proxy, his pink form of proxy will be revoked by operation of law.
4. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the relevant joint holding.
5. Voting at the Court Meeting will be taken by poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Hong Kong Code on Takeovers and Mergers.
6. The Register of Members of the Company will be closed from 9 September 2016 to 14 September 2016 (both days inclusive) and during such period no transfer of shares will be registered. In order to be entitled to attend and vote at the Court Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 8 September 2016.

*As at the date hereof, 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 Mr. Lu Songkang; the independent non-executive directors are Mr. Wu Tak Lung, Mr. Shen Jianlin and Mr. Gan Weimin.*