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# AUPU

## AUPU GROUP HOLDING COMPANY LIMITED

### 奧普集團控股有限公司

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

**(Stock Code: 00477)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “Extraordinary General Meeting”) of AUPU Group Holding Company Limited (the “Company”) 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 11:30 a.m. (Hong Kong time) (or as soon as after the conclusion or the adjournment of the meeting of the Scheme Shareholders (as defined in the Scheme of Arrangement hereinafter mentioned) convened at the direction of the Grand Court of the Cayman Islands for the same day and place), for the purpose of considering and, if thought fit, passing the following resolutions:

### SPECIAL RESOLUTIONS

1. **“THAT:**

- (a) pursuant to the scheme of arrangement dated 22 August 2016 (the “Scheme of Arrangement”) between the Company and the holders of the Scheme Shares (as defined in the Scheme of Arrangement) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date (as defined in the Scheme of Arrangement), the issued share capital of the Company shall be reduced by the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme of Arrangement); and
- (b) the directors of the Company be and are hereby authorised to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme of Arrangement and the reduction of capital pursuant to the Scheme of Arrangement, including (without limitation) giving consent to any modification of, or addition to, the Scheme of Arrangement or the reduction of capital which the Grand Court of the Cayman Islands may see fit to impose.”

2. **“THAT:**

- (a) the withdrawal of the listing of the shares of the Company from The Stock Exchange of Hong Kong Limited be and is hereby approved; and
- (b) any one of the directors of the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of the Company.”

**ORDINARY RESOLUTION**

3. **“THAT:**

- (a) subject to and simultaneously with the cancellation and extinguishment of the Scheme Shares referred to in resolution 1(a) taking effect, the issued share capital of the Company be restored to its former amount by allotting and issuing to the Offeror (as defined in the Scheme of Arrangement), credited as fully paid at par, the same number of ordinary shares of HK\$0.10 each in the share capital of the Company as is equal to the number of Scheme Shares cancelled;
- (b) the credit arising in the books of account of the Company consequent upon the reduction of its issued share capital resulting from the cancellation and extinguishment of the Scheme Shares referred to in resolution 1(a) shall be applied by the Company in paying up in full at par the new ordinary shares allotted and issued to the Offeror, pursuant to resolution 3(a) above, and the directors of the Company be and are hereby authorised to allot and issue the same accordingly; and
- (c) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme of Arrangement, including (without limitation) the giving of consent to any modification of, or addition to, the Scheme of Arrangement, which the Grand Court of the Cayman Islands may see fit to impose.”

By order of the board of  
**AUPU Group Holding Company Limited**  
**Fang James**  
*Chairman*

Hong Kong, 22 August 2016

*Registered office*

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Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of Business in Hong Kong*

Unit A, 6/F Queen's Centre  
58-64 Queen's Road East  
Wanchai  
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*Notes:*

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one, and if such member 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 member of the Company, but must attend the Extraordinary General Meeting in person to represent him.
2. A white form of proxy for use at the Extraordinary General Meeting is enclosed with the composite document containing the Scheme of Arrangement dated 22 August 2016 despatched to members of the Company.
3. In order to be valid, the white 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 Extraordinary General Meeting or any adjournment thereof. Completion and return of the white form of proxy will not preclude a member from attending the Extraordinary General Meeting and voting in person if he so wishes. In the event that a member attends and votes at the Extraordinary General Meeting after having lodged his white form of proxy, his white 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 Extraordinary General 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 Extraordinary General 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.*