

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement appears for information purposes only and is not intended to and does not constitute, or form part of, any offer to acquire, purchase and subscribe for or an invitation to acquire, purchase or subscribe for any securities of the Offerors or the Company nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities of the Offerors or the Company in any jurisdiction in contravention of applicable law.*

# 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)**

## **JOINT ANNOUNCEMENT**

### **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)**

**(1) SANCTION OF THE SCHEME BY THE GRAND COURT  
AND**

**(2) PROPOSED WITHDRAWAL OF LISTING OF SHARES**

### **DESPATCH OF SCHEME DOCUMENT**

References are made to (i) the scheme document jointly issued by the Company and the Offeror, to the Shareholders on 22 August 2016 in relation to the proposed privatisation of the Company by way of a scheme of arrangement under Section 86 of the Company Law (the “**Scheme Document**”); and (ii) the announcement jointly issued by the Company and the Offeror on 14 September 2016 in relation to the results of the Court Meeting and EGM (the “**Court Meeting and EGM Results Announcement**”). Terms defined in the Scheme Document shall have the same meaning when used in this announcement unless the context otherwise requires.

## **SANCTION OF THE SCHEME BY THE GRAND COURT**

The Scheme was sanctioned without modification by the Grand Court on Thursday, 22 September 2016 (Cayman Islands time). The reduction of the issued share capital of the Company involved in the Scheme was also confirmed by the Grand Court on the same day.

An official copy of the order of the Grand Court sanctioning the Scheme is expected to be delivered to the Registrar of Companies in the Cayman Islands for registration on Wednesday, 28 September 2016 (Cayman Islands time).

## **EXPECTED EFFECTIVE DATE**

All of the Conditions as set out on pages 59 to 61 of the Scheme Document in the section headed “4. Conditions of the Proposal and the Scheme” in the Explanatory Statement have been fulfilled, except for the delivery to the Registrar of Companies in the Cayman Islands of a copy of the order of the Grand Court for registration, which is expected to be completed by Wednesday, 28 September 2016 (Cayman Islands time). As such, the Scheme is expected to become effective on Wednesday, 28 September 2016 (Cayman Islands time).

A further announcement will be made when the Scheme has become effective.

## **PROPOSED WITHDRAWAL OF LISTING**

The Stock Exchange has approved the withdrawal of the listing of the Shares on the Stock Exchange with effect from 9:00 a.m. on Friday, 30 September 2016, subject to the Scheme becoming effective.

## **GENERAL**

For further information in respect of the timetable of the Scheme, please refer to the remaining expected events and the corresponding dates and times in the section headed “Expected Timetable” in the Court Meeting and EGM Results Announcement.

## WARNINGS

**Shareholders, Optionholders and potential investors should be aware that the implementation of the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders, Optionholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank, manager, solicitor or other professional advisers.**

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, 27 September 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.*