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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)

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**

INTRODUCTION

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

This announcement was intended to be issued on 26 September 2016, but was slightly delayed due to inadvertency. The Company considers that the timetable of the Scheme will not be affected.

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.