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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) EFFECTIVE DATE OF THE SCHEME  
AND  
(2) WITHDRAWAL OF LISTING OF SHARES  
AND  
(3) RESULTS OF OPTION OFFER**

## **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; and (iii) the announcement jointly issued by the Company and the Offeror on 27 September 2016 in relation to the sanction of the Scheme by the Grand Court. Terms defined in the Scheme Document shall have the same meaning when used in this announcement unless the context otherwise requires.

## **EFFECTIVE DATE OF THE SCHEME**

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 was delivered to the Registrar of Companies in the Cayman Islands for registration on Wednesday, 28 September 2016 (Cayman Islands time) and the registration became effective on the same day. All the conditions of the Scheme as set out in the Scheme Document were fulfilled and the Scheme became effective on Wednesday, 28 September 2016 (Cayman Islands time).

## **WITHDRAWAL OF LISTING**

The withdrawal of the listing of the Shares on the Stock Exchange is expected to become effective at 9:00 a.m. on Friday, 30 September 2016 (Hong Kong time).

## **RESULTS OF THE OPTION OFFER**

As at 4:30 p.m. on 28 September 2016, valid acceptances of the Option Offer had been received in respect of 4,275,000 outstanding Share Options, which represent all the Outstanding Options of the Company. The Option Offer became unconditional on 28 September 2016 (Cayman Islands time).

## **PAYMENT UNDER THE PROPOSAL AND THE OPTION OFFER**

Payment under the Proposal and the Option Offer will be despatched as soon as possible but in any event on or before Friday, 7 October 2016.

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, 29 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.*