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AUPU

AUPU GROUP HOLDING COMPANY LIMITED

奥普集团控股有限公司

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

(Stock Code: 00477)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the EGM of the shareholders of AUPU Group Holding Company Limited (the “Company”) will be held at Imperial Room IV — Towers Wing, The Royal Pacific Hotel and Towers, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 30 November 2012 at 10:00 a.m. for the purpose of considering as special business and, if thought fit, passing (with or without amendments) the following resolution as an ordinary resolution of the Company. Unless otherwise indicated, capitalized terms used in this notice and the following ordinary resolution shall have the same meanings as those defined in the circular of the Company dated 15 November 2012.

ORDINARY RESOLUTION

To consider and if thought fit, pass the following resolutions as Ordinary Resolution:

“THAT

- (a) the Proposed Transfer and the transactions contemplated under the Equity Transfer Agreement (a copy of which has been tabled at the meeting marked “A” and signed by the chairman of the EGM for the purpose of identification) be and is hereby approved; and
- (b) any one Director be and is hereby authorized for and on behalf of the Company to do all such further acts and things and execute all such further documents and take all steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the Proposed Transfer and the transactions contemplated under the Equity Transfer Agreement and to approve any changes and amendments thereto as such director may consider necessary, desirable or expedient.”

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

Hong Kong, 15 November 2012

Notes:

- (1) Any member of the Company entitled to attend and vote at the EGM of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any general meeting.
- (2) In order to be valid, the form of proxy and (if required by the board of Directors) the power of attorney or other authority (if any), under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the Company's branch share and transfer office in Hong Kong, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty-eight hours before the time appointed for holding the above meeting or any adjourned meeting thereof at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the above meeting or adjourned meeting, not less than twenty-four hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (3) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, 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 and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
- (4) The form of proxy must be signed by the appointor or his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- (5) All proposed ordinary resolutions set out in this notice will be voted by Independent Shareholders and by way of a poll.
- (6) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date hereof, the executive Directors are Mr. Fang James, Mr. Fang Shengkang, Mr. Li Ruishan and Mr. Lin Xiaofeng; the non-executive Director is Mr. Lu Songkang; the independent non-executive Directors are Mr. Wu Tak Lung, Mr. Cheng Houbo and Mr. Shen Jianlin.