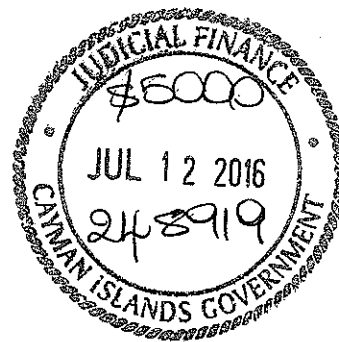


IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION



CAUSE NO FSD: 106 OF 2016 ()

IN THE MATTER OF the Companies Law (2013 Revision)

AND IN THE MATTER OF United Oils Limited SEZC (In Voluntary Liquidation)

PETITION

TO THE GRAND COURT

The humble petition of Hugh Dickson and Michael Saville of Grant Thornton Specialist Services (Cayman) Limited, 10 Market Street #765, Camana Bay Grand Cayman KY1-9006, Cayman Islands ("Grant Thornton") as joint voluntary liquidators (together the "Petitioners") shows that:-

1. The Petitioners present this petition for a supervision order under section 124 of the Companies Law (2013 Revision), in respect of United Oils Limited SEZC (the "Company").
2. The Petitioners are the joint voluntary liquidators of the Company (the "JVLs"), appointed by extraordinary general meeting of the shareholders of the Company on 22 June 2016.
3. The Company is hopelessly insolvent, has no prospects of solvency and its sole director has confirmed that no certificate of insolvency pursuant to O.13 r.2(2) will be forthcoming.

4. The Company was formed in the Cayman Islands on 27 September 2012 with company number 272025, and registered office at Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
5. The Company was formed for the purpose of holding investments in a number of Peruvian entities engaged in agricultural enterprises, namely the development of palm oil plantations. The Peruvian businesses have been financed by a combination of equity investment by the partnership and debt raised through issuing promissory notes.
6. Pursuant to these financing arrangements, which included a loan agreement dated 23 July 2014 and a security trust agreement entered into on 2 September 2015, title to certain key assets, namely land and palm oil palms, was transferred to a Peruvian trust vehicle, with a trust deed providing for a trustee to realise those assets in the event of default.
7. In February 2016 the Company defaulted on its payment obligations under its loan. Efforts by the Company to refinance prior to and since February, along with efforts at restructuring since February, were unsuccessful, leaving the Company unable to pay its debts. The shareholders have refused to provide additional funding and creditors have enforced the trust over the real estate in Peru.
8. The Company is insolvent as it is unable to meet its obligations as they fall due in the ordinary course as is set out in the attached statement of affairs of the sole director, Mr. William Randall.
9. The JVLs received confirmation from Mr. Randall on 7 July 2016 that a declaration of solvency would not be forthcoming, in respect of the Company.
10. Further, the JVLs are qualified insolvency practitioners and do consent to being appointed as joint official liquidators.

The Order Sought

Your Petitioners therefore humbly pray that:-

- (1) The liquidation of the Company be continued under the supervision of the Court pursuant to section 124 of the Companies Law (2013 Revision);
- (2) Hugh Dickson and Michael Saville, both of Grant Thornton Specialist Services (Cayman) Limited, 10 Market Street, #765 Camana Bay, Grand Cayman, KY1-9006, Cayman Islands, be appointed as joint official liquidators ("JOLs") of the Company.
- (3) The JOLs shall not be required to give security for their appointment.
- (4) In addition to the powers prescribed in Part II of the Third Schedule to the Companies Law (2013 Revision) which are exercisable without sanction of this Court, the JOLs may also without further sanction or intervention from this Court exercise the following powers set out in Part I of the Third Schedule to the Companies Law:
 - i. The power to engage staff (whether or not as employees of the Company) to assist them in the performance of their functions; and
 - ii. The power to engage attorneys and other professionally qualified persons to assist them in the performance of their functions.and for the avoidance of doubt the powers bestowed on the JOLs may be exercised by them within and outside of the Cayman Islands.
- (5) The Petitioners' costs of this petition shall be paid out of the assets of the Company as an expense of the liquidation.

AND your Petitioners will ever pray etc.

DATED the 12th day of July 2016

Conyers, Dill & Pearman

CONYERS DILL & PEARMAN

Attorneys for the Petitioners

This petition is intended to be served on all known creditors.

This Petition is presented by Conyers Dill & Pearman, Attorneys, for and on behalf of the Petitioners herein whose address for service is care of Cricket Square, Hutchins Drive, P.O. Box 2681, George Town, Grand Cayman KY1-1111.

1st Affirmation of Ma Kwok Keung
made on the 4th day of July 2016

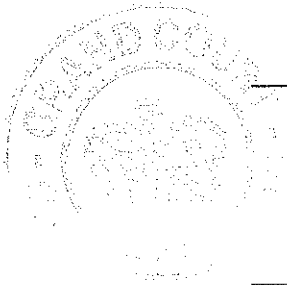
IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 96 OF 2016 (CQ5)

IN THE MATTER of sections 15 and 86 of the Companies Law (2013 revision) (as amended)

AND IN THE MATTER of the Grand Court Rules 1995 Order 102

AND IN THE MATTER of AUPU Group Holding Company Limited



AFFIRMATION
OF
MA KWOK KEUNG



I, Ma Kwok Keung, of 40th Floor, Jardine House, 1 Connaught Place, Hong Kong, do solemnly and sincerely affirm and say as follows:-

1. Authority

I am a solicitor qualified in Hong Kong, and have, since April 1998 been working as a partner in the firm of Chiu & Partners ("CAP"). CAP is acting as the Hong Kong legal advisers to Upwind Holding Company Limited (the "Offeror") in relation to the subject of the Scheme of Arrangement referred to in paragraph 2 of this affirmation (the "Scheme of Arrangement"). If the Scheme of Arrangement is approved and becomes effective, AUPU Group Holding Company Limited (the "Company") will be wholly-owned by the Offeror. I am the principal solicitor in CAP in charge of this. Except where expressly stated otherwise, the contents of this Affirmation are within my personal knowledge.

2. Purpose of Application

This Affirmation is made in support of an application by the Company (by petition to be heard before one of Her Majesty's Judges at the Grand Court of the

Cayman Islands (the "**Grand Court**") on a date to be determined by the Grand Court) that it may be at liberty to convene a meeting (the "**Court Meeting**") of the Scheme Shareholders (as defined in the Scheme of Arrangement) for the purpose of considering and, if thought fit, approving, with or without modification(s), a scheme of arrangement under section 86 of the Companies Law (2013 Revision) (the "**Companies Law**") proposed to be made between the Company and the Scheme Shareholders (as defined in the Scheme of Arrangement).

3. As at the date of this affirmation, the issued shares of par value HK\$0.10 each of the Company (the "**Shares**") are listed on the Main Board (the "**Main Board**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").
4. As a result of the Shares are being listed on the Stock Exchange, the composite scheme document comprising the offer document of the Offeror, and the offeree board circular of the Company in respect of the Scheme of Arrangement (the "**Composite Scheme Document**") to be posted to the shareholders of the Company must comply with, among other things, all relevant provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Main Board Listing Rules**"), the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**") and all published practice in relation thereto, unless compliance has been waived by the Stock Exchange and/or the Securities and Futures Commission of Hong Kong (the "**SFC**"). Save as aforesaid, there are no other relevant listing rules or published practice by the Stock Exchange and/or the SFC in Hong Kong applicable to the Scheme of Arrangement as a result of the Scheme Shares (as defined in the Scheme of Arrangement) being listed on the Main Board.
5. Pursuant to the Takeovers Code, in the event that the despatch of the Composite Scheme Document to overseas Scheme Shareholders is prohibited by any relevant law or regulation or may only be effected after compliance with conditions or requirements that the directors of the Company regard as unduly onerous or burdensome (or otherwise not in the best interests of the Company or the Scheme Shareholders), subject to a waiver being granted by the Executive (as defined in the Composite Scheme Document) as described below, the Composite Scheme Document will not be despatched to such overseas Scheme Shareholders. Any such waiver will only be granted if the Executive is satisfied that it would be unduly burdensome to despatch the Composite Scheme Document to such overseas Scheme Shareholders. In granting the waiver, the Executive will be concerned to see that all material information in the Composite Scheme Document is made available to such overseas Scheme Shareholders.
6. The provisions of the Main Board Listing Rules and the Takeovers Code in relation to the Composite Scheme Document require, among other things, that (i) the Composite Scheme Document contains information prescribed by the Main Board Listing Rules and the Takeovers Code which is required to enable a member of the Company to make an informed decision as to the merits of the Scheme of Arrangement and (ii) the Stock Exchange and the SFC must confirm

that they have no further comments on the Composite Scheme Document before it may be despatched.

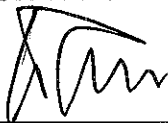
7. A draft form of the Composite Scheme Document was submitted to the SFC and the Stock Exchange for approval on 10 June 2016. I and my colleagues at CAP have been in close contact with the Offeror concerning all aspects of compliance of the Composite Scheme Document with the content and other requirements of the Main Board Listing Rules and the Takeovers Code. To obtain the consent of the SFC and the Stock Exchange to the despatch by the Company and the Offeror of the Composite Scheme Document, the final form of the Composite Scheme Document will need to comply with all relevant provisions of the Main Board Listing Rules and the Takeovers Code, save to the extent that compliance has been waived by the SFC and/or the Stock Exchange.

8. Prior to the hearing of the summons for directions for an order by this Honourable Court to, among other things, convene the Court Meeting, a near-final form of the Composite Scheme Document that the SFC and the Stock Exchange have confirmed they have no further material comments upon will be filed with this Honourable Court. It is expected that the near-final form of the Composite Scheme Document will be complete apart from, among other things, certain figures relating to the trading price of the Shares on the Main Board which will only be available on a date which the SFC normally requires to be not more than three days before the despatch of the Composite Scheme Document and which will, therefore, be available at the earliest, very shortly before the hearing of the summons for directions for an order by this Honourable Court to, among other things, convene the Court Meeting.

AFFIRMED by the said Ma Kwok Keung)
in Hong Kong this 4th day of July 2016)



BEFORE ME:



Solicitor
Hong Kong

TSUI KEI PANG
Solicitor, Hong Kong SAR
Gallant Y.T. Ho & Co.
Solicitors & Notaries

**THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO. FSD OF 2016

IN THE MATTER of sections 15 and 86 of the
Companies Law (2013 revision) (as amended)

AND IN THE MATTER of Grand Court rules 1995
Order 102

AND IN THE MATTER of **AUPU Group Holding
Company Limited**

**FIRST AFFIRMATION
OF
MA KWOK KEUNG**
