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China AU Group Holdings Limited

中國金豐集團控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8176)

RESIGNATION AND APPOINTMENT OF DIRECTORS, APPOINTMENT OF MEMBER OF AUDIT COMMITTEE, APPOINTMENT OF MEMBER OF REMUNERATION COMMITTEE AND CHANGE OF COMPANY SECRETARY, AUTHORIZED REPRESENTATIVES AND COMPLIANCE OFFICER

The Board announces that (i) Mr. Chan Shun Kuen, Eric has resigned as non-executive Director; (ii) Mr. Cheung Tsun Hin, Samson has resigned as non-executive Director and vice chairman; (iii) Ms. Huen Lai Chun has resigned as company secretary and authorized representative of the Company; and (iv) Ms. Chan Choi Har, Ivy has resigned as compliance officer and authorized representative of the Company all with effect from 13 February 2012.

The Board also announces that Ms. Zhao Jing, an independent non-executive Director has been appointed as member of the audit committee of the Company with effect from 13 February 2012.

The Board further announces that (i) Mr. Yu Shu Kuen has been appointed as executive Director and managing director, authorized representative, compliance officer and member of the remuneration committee of the Company; (ii) Mr. Lee Chan Wah has been appointed as company secretary and authorized representative of the Company all with effect from 13 February 2012.

RESIGNATION OF DIRECTORS, COMPANY SECRETARY, COMPLIANCE OFFICER AND AUTHORIZED REPRESENTATIVES

The board (the “**Board**”) of directors (the “**Director(s)**”) of China AU Group Holdings Limited (the “**Company**” together with its subsidiaries, the “**Group**”) announces that (i) Mr. Chan Shun Kuen, Eric has resigned as non-executive Director; (ii) Mr. Cheung Tsun Hin, Samson has resigned as non-executive Director and vice chairman due to his other business commitments which require

* *For identification purpose only*

more of his dedication; (iii) Ms. Huen Lai Chun has resigned as company secretary and authorized representative of the Company due to her other business commitments which require more of her dedication; and (iv) Ms. Chan Choi Har, Ivy has resigned as compliance officer and authorized representative of the Company all with effect from 13 February 2012 due to her other business commitments which require more of her dedication.

APPOINTMENT OF MEMBER OF AUDIT COMMITTEE

The Board also announces that Ms. Zhao (“**Ms. Zhao**”) Jing, an independent non-executive Director has been appointed as member of the audit committee of the Company with effect from 13 February 2012.

Ms. Zhao joined the Company on 14 September 2011 as independent non-executive Director. She holds a PhD in management, is currently an associate professor and master supervisor of School of Business of Renmin University of China (中國人民大學商學院), and a researcher of Center for Green Leap Research of Tsinghua University (清華大學企業綠色跨越研究中心), a standing member of the Chinese Institute of Business Administration (中國企業管理研究會), a member of the editorial committee of the journal “Comparative Management” (《比較管理》). Being a young scholar, Ms. Zhao has been engaged in teaching, research and counseling services in areas including corporate governance and corporate management, providing a great deal of counseling and consulting services to various enterprises, regions as well as the government.

APPOINTMENT OF EXECUTIVE DIRECTOR, MEMBER OF REMUNERATION COMMITTEE, COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVES

The Board further announces that (i) Mr. Yu Shu Kuen (“**Mr. Yu**”) has been appointed as executive Director, managing director, authorized representative, compliance officer and member of the remuneration committee of the Company; (ii) Mr. Lee Chan Wah (“**Mr. Lee**”) has been appointed as company secretary and authorized representative of the Company.

BIOGRAPHY OF MR. YU

Mr. Yu, aged 43, has over 20 years of experience in the finance industry. Mr. Yu graduated from University of Southern California with a Bachelor of Arts degree in Social Sciences and Communication (Economics) in 1991. After that, he had worked in the investment banking field in Hong Kong for about two years and he went on to start his own financial service business in 1996. Mr. Yu has then gained extensive experience in the investment field, including securities brokerage, futures trading, corporate finance, property investment, corporate restructuring, asset recovery and liquidation exercises. Mr. Yu was the executive director of a securities dealing company from April 1996 to September 2004 and a future trading company from 1997 to April 2000. During 2004 to 2005, Mr. Yu was the general manager of Jackley Holdings Limited (now known as Energy International Investments Holdings Limited) (Stock Code: 353), a company listed on the Stock Exchange. Mr. Yu was also an executive director of Infoserve Technology Corp., a company originally listed in Hong Kong and was delisted in May 2005, from November 2003 to January

2010. Mr. Yu was appointed as an executive director and the managing director of M Dream Inworld Limited (“**M Dream**”) (Stock Code: 8100), a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM**”), in January 2007 and was appointed as the chairman of the board of directors of M Dream in May 2008. Mr. Yu resigned from all his positions in M Dream in September 2009 due to his other business commitments which required more of his dedications.

There is neither any written service agreement being entered into between the Company and Mr. Yu nor any specified length or proposed length of service with the Company in respect of his appointment. Mr. Yu will hold office until the forthcoming annual general meeting of the Company after his appointment and will be eligible for re-election at that meeting and is thereafter subject to rotation requirements and re-election at least once every 3 years pursuant to the Code on Corporate Governance Practices of the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) and the articles of association of the Company. Mr. Yu is not entitled to receive any remuneration. Save as disclosed, Mr. Yu does not hold any other positions in the Company or any of its subsidiaries and any directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Yu is interested in the entire issued share capital of Blu Spa (Hong Kong) Limited, an indirect wholly-owned subsidiary of the Company, under a share charge created by the Company as security for loan facilities provided to the Company. Save as disclosed above, Mr. Yu does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) and is not connected with any other Directors, senior management, substantial shareholders or the controlling shareholders (as defined in the GEM Listing Rules) of the Company.

There is no information relating to Mr. Yu that is required to be disclosed pursuant to Rules 17.50(2) (h) to (v) of the GEM Listing Rules. Save as disclosed above, there is no other matter in relation to the appointment of Mr. Yu that needs to be brought to the attention of the Shareholders.

BIOGRAPHY OF MR. LEE CHAN WAH

Mr. Lee, aged 43, is presently the financial controller of the Company. He is a member of both Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants. He has over 20 years experience in auditing and accounting.

The Board would like to express its warmest welcome to Mr. Yu in joining the Company and to Mr. Lee for his new positions.

By order of the Board
China AU Group Holdings Limited
Chan Choi Har, Ivy
Executive Director

Hong Kong, 13 February 2012

As at the date of this announcement, the Board comprises five executive directors, namely Ms. Chan Choi Har, Ivy, Mr. Yu Shu Kuen, Mr. Wang Xiao Fei, Mr. Wang Shang Zhong and Mr. Ji He Qun; one non-executive director, namely Ms. Liu Xin; and three independent non-executive directors, namely Mr. Leung Yiu Cho, Mr. Cheng Hai and Ms. Zhao Jing.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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