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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 OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
CHANGE OF THE COMPOSITION OF THE AUDIT COMMITTEE AND  
THE REMUNERATION COMMITTEE**

The Board announces that Mr. Leung Yiu Cho has resigned as an independent non-executive Director and the chairman of both the Audit Committee and the Remuneration Committee with effect from 22 March 2012.

The Board also announces that Mr. Chu Kin Wang, Peleus, an independent non-executive Director and a member of the Audit Committee, has been appointed as the chairman of both the Audit Committee and the Remuneration Committee with effect from 22 March 2012.

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF THE  
AUDIT COMMITTEE AND THE REMUNERATION COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of China AU Group Holdings Limited (the “**Company**”) announces that Mr. Leung Yiu Cho (“**Mr. Leung**”) has resigned as an independent non-executive Director and the chairman of both the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company with effect from 22 March 2012 due to other business commitments which require more of his dedication.

Mr. Leung has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

\* *For identification purpose only*

## **APPOINTMENT OF THE CHAIRMAN OF THE AUDIT COMMITTEE AND THE REMUNERATION COMMITTEE**

The Board also announces that Mr. Chu Kin Wang, Peleus (“**Mr. Chu**”), an independent non-executive Director and a member of the Audit Committee, has been appointed as the chairman of both the Audit Committee and the Remuneration Committee with effect from 22 March 2012.

Mr. Chu joined the Company on 5 March 2012 as an independent non-executive Director and a member of the Audit Committee. He has over 20 years of experience in corporate finance, auditing, accounting and taxation. Mr. Chu graduated from the University of Hong Kong with a master degree in business administration. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. Chu is also an associate member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Company Secretaries.

By order of the Board  
**China AU Group Holdings Limited**  
**Du Juan Hong**  
*Chairman*

Hong Kong, 22 March 2012

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Yu Shu Kuen, Mr. Wang Xiao Fei (with Mr. Lee Chan Wah as alternate), Mr. Wang Shang Zhong and Mr. Ji He Qun; one non-executive Director, namely Mr. Du Juan Hong; and three independent non-executive Directors, namely Mr. Cheng Hai, Mr. Tam B Ray, Billy and Mr. Chu Kin Wang, Peleus.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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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