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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China AU Group Holdings Limited (the “**Company**”) will be held at 23/F., Euro Trade Centre, 21-23 Des Voeux Road Central, Central, Hong Kong on Tuesday, 8 May 2012 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions with or without amendments as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. “**THAT** Mr. Cheng Hai, an independent non-executive director of the Company, be and is hereby removed as a director of the Company (the “**Director**”) with effect upon the passing of this resolution.”
2. “**THAT** the new memorandum of association of the Company in the form of the document marked “A” and produced to this meeting and for the purpose of identification signed by the chairman of this meeting, be and are hereby approved and adopted as the amended and restated memorandum of association of the Company in substitution for and to the exclusion of all the existing memorandum of association of the Company with immediate effect.”
3. “**THAT** the new articles of association of the Company in the form of the document marked “B” and produced to this meeting and for the purpose of identification signed by the chairman of this meeting, be and are hereby approved and adopted as the amended and restated articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company with immediate effect.”

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

Hong Kong, 10 April 2012

* *For identification purpose only*

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*
23/F., Euro Trade Centre
21-23 Des Voeux Road Central
Central, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead.
2. Where there are joint registered holders of any share, any one of such persons may vote at the 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 the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. Any voting of the meeting should be taken by poll.

As at the date of this announcement, the board of Directors 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 (“GEM”) 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.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the Company's website at www.bluspa.com.