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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)

(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 8 MAY 2012; AND (2) REMOVAL OF DIRECTOR

Reference is made to the circular (the “**Circular**”) of China AU Group Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) both dated 10 April 2012. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE EGM

At the EGM held on 8 May 2012, all proposed resolutions as set out in the Notice were taken by poll. The Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

As at the date of the EGM, the total number of issued Shares was 1,312,200,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the EGM. No Shareholder was required to abstain from voting and no Shareholder was entitled to attend and vote only against any resolutions at the EGM.

* *For identification purpose only*

The Board is pleased to announce that all proposed resolutions were duly passed by the Shareholders by way of poll at the EGM. The poll results of the resolutions were as follows:

Special Resolutions		Number of Shares	
		For (%)	Against (%)
1.	To approve the removal of Mr. Cheng Hai as a Director as set out in the Notice.	711,562,761 (100%)	0 (0%)
2.	To approve the adoption of the new Memorandum of Association as set out in the Notice.	711,562,761 (100%)	0 (0%)
3.	To approve the adoption of the new Articles of Association as set out in the Notice.	711,562,761 (100%)	0 (0%)

REMOVAL OF DIRECTOR

Pursuant to the special resolution passed by the Shareholders at the EGM, Mr. Cheng Hai (“**Mr. Cheng**”) has been removed as an independent non-executive Director with effect from 8 May 2012.

As disclosed in the Circular, which made reference to the announcement of the Company dated 2 April 2012, the Board has been unable to contact Mr. Cheng and Mr. Cheng has not responded to the notices of Board meetings or attended any Board meetings since 2012. The Board therefore considers that Mr. Cheng is unable to continue to discharge his duties as an independent non-executive Director effectively. Accordingly, the Board is of the view that it would not be in the best interests of the Company and its Shareholders as a whole to allow Mr. Cheng to continue to assume the office as an independent non-executive Director.

Besides acting as an independent non-executive Director, Mr. Cheng is also a member of each of the audit committee and the remuneration committee of the Company. After the removal of Mr. Cheng, the number of independent non-executive Directors, the number of audit committee members, and the number of remuneration committee members fall below the requirements pursuant to Rule 5.05, Rule 5.28 and Rule 5.34 of the GEM Listing Rules respectively. As such, the Board will make its best endeavours to seek suitable candidate for filling the vacancy on the Board for the positions of independent non-executive Director, member of audit committee and member of remuneration committee of the Company within three months from the date of Mr. Cheng’s removal. Further announcement will be made by the Company upon the new Director be appointed and upon fulfilling the requirements under Rule 5.05, Rule 5.28 and Rule 5.34 of the GEM Listing Rules.

Save as disclosed above and in the Circular, the Board is not aware of any disagreement between Mr. Cheng and the Board or there are any matters in relation to the removal of Mr. Cheng as an independent non-executive Director that need to be brought to the attention of the Shareholders.

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

Hong Kong, 8 May 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 two independent non-executive Directors, namely 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 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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