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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China AU Group Holdings Limited (the “**Company**”) will be held at Unit B, 9/F., The Grande Building, 398 Kwun Tong Road, Kowloon, Hong Kong on Friday, 27 July 2012 at 11:30 a.m. to consider, and if thought fit, transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 30 June 2011;
2. 2.1 each a separate resolution, to re-elect the following Directors:
 - 2.1.1 Mr. Yu Shu Kuen
 - 2.1.2 Mr. Wang Xiao Fei
 - 2.1.3 Mr. Wang Shang Zhong
 - 2.1.4 Mr. Du Juan Hong
 - 2.1.5 Mr. Tam B Ray, Billy
 - 2.1.6 Mr. Chu Kin Wang, Peleus
 - 2.1.7 Mr. Ji He Qun
- 2.2 to authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. to re-appoint HLB Hodgson Impey Cheng as the Company’s auditors to hold office until conclusion of the next annual general meeting at a fee to be agreed with the Board.

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

Hong Kong, 25 June 2012

* *for identification purpose only*

As at the date hereof, the Board comprised the following Directors:

Executive Directors

Mr. Yu Shu Kuen
Mr. Wang Xiao Fei
Mr. Wang Shang Zhong
Mr. Ji He Qun

Non-executive Director

Mr. Du Juan Hong

Independent non-executive Directors

Mr. Tam B Ray, Billy
Mr. Chu Kin Wang, Peleus

Head office and principal place of business in Hong Kong

Unit B, 9/F.
The Grande Building
398 Kwun Tong Road
Kowloon, Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote at the meeting on his/her behalf in accordance with the articles of association of the Company. A proxy needs not be a shareholder of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the above meeting or any adjournment thereof.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of shareholders in respect of the joint holding.

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.