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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)

SUPPLEMENTAL AGREEMENT IN RELATION TO A MAJOR TRANSACTION

The Company wishes to announce that on 1 February 2011 (after trading hours), BSHK and the Vendor entered into a supplemental agreement to the S&P Agreement, pursuant to which BSHK and the Vendor agreed to amend the S&P Agreement in the following manner: (i) notwithstanding the Outstanding Properties, subject to the fulfillment or waiver of other Conditions, the Parties shall proceed with Completion in accordance with the terms of the S&P Agreement as amended by the Supplemental Agreement; (ii) the Vendor shall undertake to transfer and/or procure the transfer of the legal and beneficial ownership of the Outstanding Properties to the WOFE as soon as practicable and in any event, (a) substantially all the Outstanding Properties not later than six (6) months (or such other longer period as the Purchaser may agree) from the date of Completion; and (b) if any, the remaining Outstanding Properties (which should be less than 10 units of the Property or such other larger number of units of the Property as the Purchaser may agree) not later than 3 months (or such other longer period as the Purchaser may agree) from the date on which the period referred to in (a) above expires; (iii) the remaining balance of the Consideration in the amount of HK\$35 million shall be paid by cash or by the issue of the Bonds (or a combination of both) within seven days after such legal and beneficial ownership of all the Outstanding Properties having been fully transferred to the WOFE; and (iv) the long stop date of the S&P Agreement to be extended from 31 March 2011 to 30 June 2011 (or such later date as BSHK and the Vendor may agree).

Reference is made to the announcements (the “Announcements”) of the Company dated 30 April 2010, 20 May 2010, 25 August 2010 and 29 October 2010 in relation to the proposed acquisition of 70% equity interest in the Target Company and the Loan. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless otherwise stated or the context requires otherwise.

* For identification purposes only

SUPPLEMENTAL AGREEMENT

The Company wishes to announce that on 1 February 2011 (after trading hours), BSHK and the Vendor entered into a supplemental agreement to the S&P Agreement (the “Supplemental Agreement”), pursuant to which BSHK and the Vendor agreed to amend the S&P Agreement in the following manner: (i) notwithstanding minority parts of the Property, the legal and beneficial ownership of which are still in the process of being transferred to the WOFE and the issue of the building ownership certificates in relation thereto to the WOFE being pending (the “Outstanding Properties”), subject to the fulfillment or waiver of other Conditions, the Parties shall proceed with Completion in accordance with the terms of the S&P Agreement as amended by the Supplemental Agreement; (ii) the Vendor shall undertake to transfer and/or procure the transfer of the legal and beneficial ownership of the Outstanding Properties to the WOFE as soon as practicable and in any event, (a) substantially all the Outstanding Properties not later than six (6) months (or such other longer period as the Purchaser may agree) from the date of Completion; and (b) if any, the remaining Outstanding Properties (which should be less than 10 units of the Property or such other larger number of units of the Property as the Purchaser may agree) not later than 3 months (or such other longer period as the Purchaser may agree) from the date on which the period referred to in (a) above expires; (iii) the remaining balance of the Consideration in the amount of HK\$35 million shall be paid by cash or by the issue of the Bonds (or a combination of both) within seven days after such legal and beneficial ownership of all the Outstanding Properties having been fully transferred to the WOFE; and (iv) the long stop date of the S&P Agreement to be extended from 31 March 2011 to 30 June 2011 (or such later date as BSHK and the Vendor may agree).

Save for the amendments as set out above, all other provisions of the S&P Agreement remain in full force and effect.

By order of the Board
China AU Group Holdings Limited
Cheung Tsun Hin, Samson
Chairman

Hong Kong, 1 February 2011

As at the date of this announcement, the Board comprises two executive Directors, namely Ms. Chan Choi Har, Ivy and Mr. Ji He Qun; two non-executive Directors, namely Mr. Cheung Tsun Hin, Samson and Mr. Chan Shun Kuen, Eric; and three independent non-executive Directors, namely Mr. Chan Sze Hon, Mr. Lam Wai Pong and Mr. Yeung Mario Bercasio.

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: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will appear and remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and the website of the Company at www.bluspa.com.