

THE STOCK EXCHANGE OF HONG KONG LIMITED
 (A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: _____

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: China AU Group Holdings Limited

Stock code (ordinary shares): 8176

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of19 May 2011.....

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 19 February 2002

Name of Sponsor(s): N/A

Names of directors: *Executive Directors*

(please distinguish the status of the directors
 - Executive, Non-Executive or Independent
 Non-Executive)

Mr. Ji He Qun
 Ms. Chan Choi Har, Ivy
 Mr. Gu Da Xin

Non-Executive Director

Mr. Cheung Tsun Hin, Samson
 Mr. Chan Shun Kuen, Eric

Independent Non-Executive Directors

Mr. Chan Sze Hon
 Mr. Lam Wai Pong
 Ms. Liu Jiang

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name of substantial shareholders	Number of ordinary shares	Approximate percentage of shareholding
	Mr. Ji He Qun (Note)	275,420,000	24.43%

Note : 268,660,000 shares are owned by Mr. Ji He Qun, executive Director and Chairman of the Board of the Company, and 6,760,000 shares are owned by Ms. Sun Guang Hong, the spouse of Mr. Ji He Qun.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: Nil

Financial year end date: 30 June

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

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

Web-site address (if applicable): www.bluspa.com

Share registrar: *Hong Kong Branch Share Registrar*
Tricor Secretaries Limited
26/F., Tesbury Centre
28 Queen's Road East
Hong Kong

Auditors: HLM & Co.
Certified Public Accountants
Room 305, Arion Commercial Centre
2-12 Queen's Road West
Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Group is a developer, promoter and distributor of a broad range of botanical personal care products and provider of therapy services.

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C. Ordinary shares

Number of ordinary shares in issue: 1,127,200,000 shares

Par value of ordinary shares in issue: HK\$0.10

Board lot size (in number of shares): 5,000 shares

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

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E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

Convertible Bonds

Zero coupon convertible bonds due 2013 issued on 29 April 2010 in the aggregate principal amount of HK\$114 million convertible into ordinary shares of the Company at the initial conversion price of HK\$0.19 each (subject to adjustment in accordance with the terms and condition of the convertible bonds). The total outstanding principal amount of the said bonds is HK\$14.25 million.

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

N/A

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

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Signed:

 Mr. Ji He Qun

 Ms. Chan Choi Har, Ivy

 Mr. Gu Da Xin

 Mr. Cheung Tsun Hin, Samson

 Mr. Chan Shun Kuen, Eric

 Mr. Chan Sze Hon

 Mr. Lam Wai Pong

 Ms. Liu Jiang

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*