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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 (the “**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 Thursday, 28 February 2013 at 4:30 p.m. for the purpose of considering and, if thought fit, passing with or without modifying, the following resolutions as special resolutions:

#### **SPECIAL RESOLUTIONS**

1. “**THAT**

- (a) the articles of association of the Company be and is hereby amended by the addition of the following as Article 167:

**“TRANSFER BY WAY OF CONTINUATION**

167. The Company may, by special resolution, resolve to de-register the Company from the Cayman Islands and to transfer and continue the Company as a body corporate to, and under the laws of, a country or jurisdiction outside the Cayman Islands which permits or does not prohibit the transfer of the Company pursuant to the Companies Law (as defined below).”

- (b) effective upon the amendment of the articles of association of the Company and pursuant to the new article 167 of the articles of association of the Company, the change of the domicile of the Company (the “**Change of Domicile**”) from the Cayman Islands to Bermuda by way of continuation of the Company as an exempted company under the laws of Bermuda and de-registration as a company under the laws of the Cayman Islands (the “**Companies Law**”), subject to obtaining all necessary governmental and regulatory consents and approval, be and is hereby approved and that the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things and execute all documents they consider necessary or expedient to give effect to the Change of Domicile;

\* *For identification purpose only*

- (c) the memorandum of continuance in the form made available for inspection by all the shareholders of the Company (the “**Shareholders**”) prior to the Meeting, a copy of which has been produced to the Meeting marked “A” and initialed by the chairman of the Meeting (the “**Chairman**”) for the purpose of identification, be and is hereby adopted in substitution for the memorandum of association of the Company, effective from the date that the memorandum of continuance is approved and registered by the Registrar of Companies in Bermuda;
  - (d) conditional upon the continuance of the Company as an exempted company under the laws of Bermuda, the bye-laws in the form made available for inspection by all the Shareholders prior to the Meeting, a copy of which has been produced to the Meeting marked “B” and initialed by the Chairman for the purpose of identification, be and is hereby adopted in substitution for the articles of association of the Company, effective from the date that the memorandum of continuance is registered by the Registrar of Companies in Bermuda; and
  - (e) the Directors be and are hereby authorised to undertake all such further actions or matters and execute all such documents on behalf of the Company, under seal where appropriate, as they may consider necessary or expedient to implement the Change of Domicile from the Cayman Islands to Bermuda as described in the circular (the “**Circular**”) of the Company dated 24 January 2013, a copy of which has been produced to the Meeting marked “C” and initialed by the Chairman for the purpose of identification.”
2. “**THAT** subject to the passing of resolution numbered 1:
- (a) an account being created as the contributed surplus account of the Company which shall be the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda (the “**Contributed Surplus Account**”) effective upon the Change of Domicile (as defined in the resolution numbered 1 above) and the amount standing to the credit of such designated account shall continue to stand to the credit of the Contributed Surplus Account effective upon the Change of Domicile;
  - (b) the entire amount standing to the credit of the share premium account of the Company as at the date of passing this resolution be cancelled and transferred to an account of the Company designated as the contributed surplus account of the Company which shall be the Contributed Surplus Account (the “**Cancellation and Transfer of Share Premium Account**”) of the Company effective upon the Change of Domicile; and
  - (c) the Directors be and are hereby authorised to apply part of the amount standing to the credit of the Contributed Surplus Account towards the elimination of the accumulated losses of the Company as at the date of passing this resolution and to apply the balance in the Contributed Surplus Account in any manner permitted by the laws of Bermuda and the bye-laws of the Company (the “**Authorisation**”).”
3. “**THAT** subject to the passing of resolutions numbered 1 and 2 as set out in the notice convening the Meeting and conditional upon (i) the Change of Domicile (as defined in resolution numbered 1 above) becoming effective; (ii) the Listing Committee of the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting or agreeing to grant the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined

below) and to be allotted and issued as described in the Circular; (iii) the compliance by the Company with the relevant legal procedures and requirements under the Companies Act 1981 of Bermuda (as amended) and the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) to effect the Capital Reorganisation (as defined below); and (iv) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Change of Domicile and the Capital Reorganisation (as defined below), with effect from the 21st day (if it is not a business day (as defined in the GEM Listing Rules), the immediately following business day) after the effective date of the Change of Domicile:

- (a) the issued share capital of the Company shall be reduced through a cancellation of the paid-up capital of the Company to the extent of HK\$0.099 on each of the issued share (the “**Shares**”) of HK\$0.10 in the share capital of the Company so that the nominal value of each issued Share shall be reduced from HK\$0.10 to HK\$0.001 so as to form a new share (the “**New Share(s)**”) with a nominal value of HK\$0.001 (the aforesaid capital reduction to be referred to as the “**Capital Reduction**”);
  - (b) every one hundred New Shares of HK\$0.001 each in the share capital of the Company be consolidated into one issued consolidated share of HK\$0.10 each (the “**Capital Consolidation**”, together with the Capital Reduction, the “**Capital Reorganisation**”);
  - (c) the credits arising from the Capital Reduction be transferred to the Contributed Surplus Account; and
  - (d) any one or more of the Directors be and is/are hereby authorised to take all such acts and things and execute all such documents, including under seal where applicable, as he/they may consider(s) necessary or expedient in his/their opinion to implement and/or give effect to the Capital Reorganisation and the Authorisation.”
4. “**THAT** subject to the approval of the Registrar of Companies in the Cayman Islands being obtained, the name of the Company be and is hereby changed from “China AU Group Holdings Limited” to “EDS Wellness Holdings Limited” and the existing Chinese name of the Company being “中國金豐集團控股有限公司” (which was adopted for identification purpose) will no longer be adopted, and that any Director be and is hereby authorised to do all such acts, deeds and things and execute all documents he may consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

By order of the Board  
**China AU Group Holdings Limited**  
**Lee Chan Wah**  
*Executive Director*

Hong Kong, 24 January 2013

As at the date hereof, the board of Directors comprises the following Directors:

*Executive Directors:*

Mr. Yu Shu Kuen (*Chairman*)  
Mr. Wang Xiaofei  
(*with Mr. Lee Chan Wah as alternate*)  
Mr. Wang Shangzhong  
Mr. Lee Chan Wah

*Non-executive Director:*

Mr. Du Juanhong

*Independent non-executive Directors:*

Mr. Tam B Ray Billy  
Mr. Chu Kin Wang Peleus  
Mr. Tse Joseph

*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:*

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

*Notes:*

1. A member of the Company (the “**Member**”) entitled to attend and vote at the Meeting is entitled to appoint one or more proxy(ies) to attend and vote in his/her stead. A proxy need not be a Member.
2. A form of proxy for use at the Meeting is enclosed herewith.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney, duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. To be valid, the instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the Meeting or any adjournment thereof if the Member so desires and in such event, the form of proxy shall be deemed to be revoked.
6. 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 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 name stands first in the register of members of the Company 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 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.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of 7 days from the date of its publication and on the Company’s website at [www.china-au-group.com](http://www.china-au-group.com).*