

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 28 FEBRUARY 2013

The Board is pleased to announce that at the EGM held on 28 February 2013, the Resolutions set out in the Notice to approve, among other things, the Change of Domicile, the Capital Reorganisation and the Change of Company Name, were duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) incorporating the special resolutions set out in the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of China AU Group Holdings Limited (the “**Company**”) dated 24 January 2013 relating to, inter alia, the Change of Domicile, the Capital Reorganisation and the Change of Company Name. Unless the context otherwise requires, capitalised 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 28 February 2013, the special resolutions (the “**Resolutions**”) set out in the Notice were duly passed by the Shareholders by way of poll. The Company’s Hong Kong branch share registrar and transfer office, 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 in the Company was 1,312,200,000 Shares, being the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the EGM. There was no Share entitling the Shareholder to attend and abstain from voting in favour as set out in Rule 17.47A of the GEM Listing Rules. No Shareholder was required under the GEM Listing Rules to abstain from voting on any of the Resolutions at the EGM and no Shareholder has stated his/her/its intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the EGM.

* *For identification purpose only*

As more than three-fourths of the votes were cast in favour of each of the Resolutions, the Board is pleased to announce that each of the Resolutions was duly passed by the Shareholders by way of poll at the EGM. The poll results in respect of the Resolutions were as follows:

| | Special Resolutions (Note) | Number of votes | |
|----|---|-------------------------|-------------------|
| | | For (%) | Against (%) |
| 1. | To approve the amendment to the articles of association of the Company, the Change of Domicile and the adoption of the memorandum of continuance and the Bye-laws, details of which were set out in resolution no. 1 of the Notice. | 367,672,761 (99.99%) | 20,000 (0.01%) |
| 2. | To approve the creation of the Contributed Surplus Account, the Cancellation and Transfer of Share Premium Account and the Authorisation, details of which were set out in resolution no. 2 of the Notice. | 367,672,761 (99.99%) | 20,000 (0.01%) |
| 3. | To approve the Capital Reorganisation (involving the Capital Reduction and the Capital Consolidation), details of which were set out in resolution no. 3 of the Notice. | 367,672,761 (99.99%) | 20,000 (0.01%) |
| 4. | To approve the Change of Company Name, details of which were set out in resolution no. 4 of the Notice. | 367,672,761 (99.99%) | 20,000 (0.01%) |

Note: Full text of the Resolutions is set out in the Notice.

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

Hong Kong, 28 February 2013

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Yu Shu Kuen, Mr. Wang Xiaofei (with Mr. Lee Chan Wah as alternate), Mr. Wang Shangzhong and Mr. Lee Chan Wah; one non-executive Director, namely Mr. Du Juanhong; and three independent non-executive Directors, namely Mr. Tam B Ray Billy, Mr. Chu Kin Wang Peleus and Mr. Tse Joseph.

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 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.