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## **China AU Group Holdings Limited**

### **中國金豐集團控股有限公司\***

*(to be renamed as EDS Wellness Holdings Limited)  
(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8176)**

## **ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF THE INDEPENDENT FINANCIAL ADVISER**

Reference is made to the announcement of China AU Group Holdings Limited (the “**Company**”) dated 21 March 2013 (the “**Announcement**”) in relation to, amongst other things, the Subscription for the Convertible Bonds, the Application for the Whitewash Waiver and the Loan Agreement. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

### **ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE**

The Company is pleased to announce that an independent board committee (the “**Independent Board Committee**”), which comprises Mr. Du Juanhong, Mr. Tam B Ray Billy, Mr. Chu Kin Wang Peleus and Mr. Tse Joseph, being all the non-executive Directors, has been established in compliance with Rule 2.8 of the Takeovers Code to advise the Independent Shareholders as to whether the Subscription Agreement and the transactions contemplated thereunder, the Whitewash Waiver and the Loan Agreement and the transactions contemplated thereunder are fair and reasonable and to advise the Independent Shareholders on how to vote, taking into account the recommendations of the Independent Financial Adviser.

\* *For identification purpose only*

## APPOINTMENT OF THE INDEPENDENT FINANCIAL ADVISER

The Company is also pleased to announce that New Spring Capital Limited (the “**Independent Financial Adviser**”) has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the Subscription and the transactions contemplated thereunder, the Whitewash Waiver and the Loan Agreement and the transactions contemplated thereunder and to advise the Independent Shareholders on how to vote. The appointment of the Independent Financial Adviser has been approved by the Independent Board Committee in accordance with Rule 2.1 of the Takeovers Code.

By order of the Board  
**China AU Group Holdings Limited**  
**Yu Shu Kuen**  
*Chairman*

Hong Kong, 2 April 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in 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).*