
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China AU Group Holdings Limited (the “Company”), you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

This circular, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) 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 circular 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 circular misleading.



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)

PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Unit B, 9/F., The Grande Building, 398 Kwun Tong Road, Kowloon, Hong Kong on Friday, 27 July 2012 at 11:30 a.m. is set out on pages 13 to 14 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof 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, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

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

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Unit B, 9/F., The Grande Building, 398 Kwun Tong Road, Kowloon, Hong Kong on Friday, 27 July 2012 at 11:30 a.m., a notice of which is set out on pages 13 to 14 of this circular
“Articles”	the amended and restated articles of association of the Company adopted by the Company on 8 May 2012
“Board”	the board of Directors
“Company”	China AU Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 June 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“PRC”	The People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Yu Shu Kuen

Mr. Wang Xiao Fei

(Mr. Lee Chan Wah as his alternate)

Mr. Wang Shang Zhong

Mr. Ji He Qun

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Non-executive Director:

Mr. Du Juan Hong (Chairman)

*Head office and principal place
of business in Hong Kong:*

Unit B, 9/F.

The Grande Building

398 Kwun Tong Road

Kowloon, Hong Kong

Independent non-executive Directors:

Mr. Tam B Ray, Billy

Mr. Chu Kin Wang, Peleus

25 June 2012

To the Shareholders

Dear Sir or Madam,

PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the AGM for approving, among other things, the proposed re-election of Directors and to give you notice of the AGM.

* For identification purposes only

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises four executive Directors, namely, Mr. Yu Shu Kuen, Mr. Wang Xiao Fei, Mr. Wang Shang Zhong and Mr. Ji He Qun; one non-executive Director, namely, Mr. Du Juan Hong; and two independent non-executive Directors, namely, Mr. Tam B Ray, Billy and Mr. Chu Kin Wang, Peleus.

According to article 83(3) of the Articles, Mr. Yu Shu Kuen, Mr. Wang Xiao Fei and Mr. Chu Kin Wang, Peleus shall hold office only until the next following annual general meeting of the Company and be eligible for re-election. Mr. Wang Shang Zhong, Mr. Du Juan Hong and Mr. Tam B Ray, Billy shall hold office until the first general meeting of the Company after their appointments and be eligible for re-election. Accordingly, at the AGM, they will retire and, being eligible, offer themselves for re-election.

According to article 84(1) of the Articles, Mr. Ji He Qun, will retire as Director by rotation and, being eligible, offer himself for re-election as Director at the AGM.

Particulars of the Directors to be re-elected are set out in Appendix to this Circular.

AGM

The notice of the AGM is set out on pages 13 to 14 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

At the AGM, resolutions will be proposed to approve, among other matters, the proposed re-election of Directors, by way of poll. An announcement on the poll results will be published by the Company after the AGM.

Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof 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, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

RECOMMENDATION

The Board considers that the proposed re-election of Directors is in the interest of the Company. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully
For and on behalf of
China AU Group Holdings Limited
Du Juan Hong
Chairman

PARTICULARS OF DIRECTORS FOR RE-ELECTION

Details of the Directors who are proposed to be re-elected at the AGM are set out below:

Mr. Yu Shu Kuen (“Mr. Yu”)***Qualifications and experience***

Mr. Yu, aged 43, joined the Company as executive Director and managing Director on 13 February 2012. He is also the authorized representative, compliance officer, members of the remuneration committee and the nomination committee, chairman of the special investigation committee and directors of various subsidiaries of the Company. Mr. Yu has over 20 years of experience in the finance industry. He graduated from University of Southern California with a Bachelor of Arts degree in Social Sciences and Communication (Economics) in 1991. After that, Mr. Yu had worked in the investment banking field in Hong Kong for about two years and he went on to start his own financial service business in 1996. Mr. Yu has then gained extensive experience in the investment field, including securities brokerage services, futures trading, corporate finance, property investment, corporate restructuring, asset recovery and liquidation exercises. He was an executive director of each of a securities dealing company from April 1996 to September 2004 and a future trading company from 1997 to 2000. Mr. Yu also held a position of senior executive in a company listed on the main board of the Stock Exchange. He was an executive director of Infoserve Technology Corp., a company originally listed in Hong Kong and was delisted in May 2005, from November 2003 to January 2010. Mr. Yu was also appointed as an executive director and the managing director of M Dream Inworld Limited (“M Dream”) (Stock Code: 8100), a company listed on GEM of the Stock Exchange, in January 2007 and was appointed as the chairman of the board of directors of M Dream in May 2008. He resigned from all his positions in M Dream in September 2009.

Save as disclosed above, Mr. Yu did not hold any other directorships in listed companies or any other major appointments and qualifications during the last three years before the Latest Practicable Date. He does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. Yu did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Yu did not enter into any written service agreement nor has any specified length or proposed length of service with the Company in respect of his appointment. He is subject to retirement and re-election at the next following annual general meeting of the Company in accordance with the Articles. Mr. Yu is not entitled to receive any remuneration.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Yu as Director nor any information is required to be disclosed pursuant to any requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Wang Xiao Fei (“Mr. Wang”)***Qualifications and experience***

Mr. Wang, aged 38, joined the Company as executive Director on 27 July 2011. He has over 16 years of experience in business administration and has also acquired extensive knowledge and expertise in the financial service industry and investment. Mr. Wang studied at the University of Science & Technology Beijing. He is currently studying at Chinese Academy of Social Sciences. Mr. Wang held the position of senior executive in various large enterprises.

Save as disclosed above, Mr. Wang did not hold any other directorships in listed companies or any other major appointments and qualifications during the last three years before the Latest Practicable Date. He does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. Wang was beneficially interested in 230,400,000 Shares, representing approximately 17.56% of the total issued share capital of the Company. Other than disclosed above, he did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Wang did not enter into any written service agreement nor has any specified length or proposed length of service with the Company in respect of his appointment. He is subject to retirement and re-election at the next following annual general meeting of the Company in accordance with the Articles. Mr. Wang is entitled to an emolument of HK\$10,000 per month which was determined by the Board by reference to market conditions and the performance, qualification and experience of Mr. Wang.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Wang as Director nor any information is required to be disclosed pursuant to any requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Wang Shang Zhong (“Mr. Wang”)***Qualifications and experience***

Mr. Wang, aged 48, joined the Company as executive Director on 10 August 2011. He has worked for banks, securities companies and investment companies for more than 10 years and has acquired extensive experiences in management and investment. During the period from 2006 to early 2011, Mr. Wang held the positions of director and president of Hengyi Petrochemical Co., Ltd. (formerly known as “Centennial Brilliance Science & Technology Co., Ltd.”) (Shenzhen Stock Exchange stock code: 000703), a company listed on the Shenzhen Stock Exchange.

Save as disclosed above, Mr. Wang did not hold any other directorships in listed companies or any other major appointments and qualifications during the last three years before the Latest Practicable Date. He does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. Wang did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Wang did not enter into any written service agreement nor has any specified length or proposed length of service with the Company in respect of his appointment. He is subject to retirement and re-election at the first general meeting of the Company after his appointment in accordance with the Articles. Mr. Wang is entitled to an emolument of HK\$10,000 per month which was determined by the Board by reference to market conditions and the performance, qualification and experience of Mr. Wang.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Wang as Director nor any information is required to be disclosed pursuant to any requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Du Juan Hong (“Mr. Du”)***Qualifications and experience***

Mr. Du, aged 35, joined the Company as chairman and a non-executive Director on 5 March 2012. He has over 10 years of experience in sales and marketing. Mr. Du is currently the chairman of 上海里力電子有限公司 (Shanghai Lili Electronics Company Limited, being its unofficial English translation). He obtained a Bachelor degree in Engineering from Xian Jiaotong University and a Master degree in Public Administration from Fudan University.

Save as disclosed above, Mr. Du did not hold any other directorships in listed companies or any other major appointments and qualifications during the last three years before the Latest Practicable Date. He does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, 106,580,000 Shares, representing approximately 8.12% of the issued share capital of the Company, were held by Hong Kong Wintek International Co., Limited (“Wintek”) which is wholly and beneficially owned by Mr. Du. By virtue of the SFO, Mr. Du is deemed to be interested in the Shares held by Wintek. Other than disclosed above, he did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Du has entered into a letter of appointment with the Company for a term of two years. He is subject to retirement and re-election at the first general meeting of the Company after his appointment in accordance with the Articles. The emoluments in connection with Mr. Du’s position as a non-executive Director is HK\$120,000 per annum which was determined by the Board with reference to his duties and level of responsibilities with the Company, the Company’s performance and the prevailing market situation and such amount will be subject to review annually by the Board.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Du as Director nor any information is required to be disclosed pursuant to any requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Tam B Ray, Billy (“Mr. Tam”)***Qualifications and experience***

Mr. Tam, aged 43, joined the Company as independent non-executive Director on 5 March 2012. He is also members of audit committee, nomination committee and special investigation committee of the Company. Mr. Tam has been a practicing solicitor in Hong Kong for over 15 years. He is currently a partner of Messrs. Ho & Tam. Mr. Tam is holding a Bachelor in Laws degree from the University of London, a Bachelor degree in Laws of the People’s Republic of China from Tsinghua University and a Master in Laws degree from The University of Hong Kong. He was independent non-executive directors of China Fortune Financial Group Limited (stock code: 290), a company listed on the main board of the Stock Exchange, since 2007, and M Dream Inworld Limited (stock code: 8100) and China Natural Investment Company Limited (stock code: 8250), both of which are listed on GEM of the Stock Exchange, since 2010 and 2011 respectively. Mr. Tam was also non-executive directors of Larry Jewelry International Company Limited (stock code: 8351), a company listed on GEM of the Stock Exchange, since 2010, and Milan Station Holdings Limited (stock code: 1150), a company listed on the main board of the Stock Exchange, since 2011.

Save as disclosed above, Mr. Tam did not hold any other directorships in listed companies or any other major appointments and qualifications during the last three years before the Latest Practicable Date. He does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. Tam did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Tam has entered into a letter of appointment with the Company for a term of two years. He is subject to retirement and re-election at the first general meeting of the Company after his appointment in accordance with the Articles. Mr. Tam is entitled to receive a Director’s fee of HK\$120,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation and such amount will be subject to review annually by the Board.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Tam as Director nor any information is required to be disclosed pursuant to any requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Chu Kin Wang, Peleus (“Mr. Chu”)***Qualifications and experience***

Mr. Chu, aged 47, joined the Company as independent non-executive Director on 5 March 2012. He is also chairmen of the audit committee, the remuneration committee and the nomination committee and member of the special investigation committee of the Company. Mr. Chu has over 20 years of experience in corporate finance, auditing, accounting and taxation. He graduated from the University of Hong Kong with a Master degree in Business Administration. Mr. Chu is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He is also an associate member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Company Secretaries. Mr. Chu is an executive director of Chinese People Holdings Company Limited (stock code: 681), a company listed on the main board of the Stock Exchange, since 2008. He is also an independent non-executive directors of each of EYANG Holdings (Group) Co., Limited (stock code: 117), Huayu Expressway Group Limited (stock code: 1823), Flyke International Holdings Limited (stock code: 1998) and China Vehicle Components Technology Holdings Limited (stock code: 1269), all the companies are listed on the main board of the Stock Exchange, since 2007, 2009, 2010 and 2011 respectively. During the period from September 2005 to March 2007, Mr. Chu was an executive director of Mastermind Capital Limited (formerly known as “Haywood Investments Limited”) (stock code: 905), a company listed on the main board of the Stock Exchange. During the period from January 2008 to August 2010, he was an independent non-executive director of Sustainable Forest Holdings Limited (formerly known as “Bright Prosperous Holdings Limited”) (stock code: 723), a company listed on the main board of the Stock Exchange. He was also the company secretary of Sun Century Group Limited (formerly known as “Hong Long Holdings Limited”) (stock code: 1383), a company listed on the main board of the Stock Exchange, responsible for corporate finance, financial reporting and compliance and company secretarial matters from 2007 to 2010.

Save as disclosed above, Mr. Chu did not hold any other directorships in listed companies or any other major appointments and qualifications during the last three years before the Latest Practicable Date. He does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. Chu did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Chu has entered into a letter of appointment with the Company for a term of two years. He is subject to retirement and re-election at the next following annual general meeting of the Company in accordance with the Articles. Mr. Chu is entitled to receive a Director's fee of HK\$120,000 per annum which was determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and such amount will be subject to review annually by the Board.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Chu as Director nor any information is required to be disclosed pursuant to any requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Ji He Qun (“Mr. Ji”)***Qualifications and experience***

Mr. Ji, aged 32, joined the Company as non-executive Director on 16 July 2009 and subsequently re-designated to executive Director on 9 November 2009. He has acquired extensive knowledge and experience in telecommunication, shipping and financial service industries. Mr. Ji also has acquired extensive experience in corporate and financial management. He studied in the Institute of Electronic Education of Wuhan Polytechnic University from 1998 to 2000.

Save as disclosed above, Mr. Ji did not hold any other directorships in listed companies or any other major appointments and qualifications during the last three years before the Latest Practicable Date. He does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. Ji was interested in 15,370,000 Shares, representing approximately 1.17% of the existing issued share capital of the Company. Out of 15,370,000 Shares, 13,610,000 Shares were beneficially held by Mr. Ji and 1,760,000 Shares were held by Ms. Sun Guang Hong, the wife of Mr. Ji. By virtue of the SFO, Mr. Ji is deemed to be interested in the Shares held by Ms. Sun Guang Hong. Other than disclosed above, he did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Ji did not enter into any written service agreement nor has any specified length or proposed length of service with the Company in respect of his appointment. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Ji is entitled to an emolument of HK\$10,000 per month which was determined by the Board with reference to market conditions and the performance, qualification and experience of Mr. Ji.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Ji as Director nor any information is required to be disclosed pursuant to any requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF AGM



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general 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 Friday, 27 July 2012 at 11:30 a.m. to consider, and if thought fit, transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “**Group**”) and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 30 June 2011;
2. 2.1 each a separate resolution, to re-elect the following Directors:
 - 2.1.1 Mr. Yu Shu Kuen
 - 2.1.2 Mr. Wang Xiao Fei
 - 2.1.3 Mr. Wang Shang Zhong
 - 2.1.4 Mr. Du Juan Hong
 - 2.1.5 Mr. Tam B Ray, Billy
 - 2.1.6 Mr. Chu Kin Wang, Peleus
 - 2.1.7 Mr. Ji He Qun
- 2.2 to authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. to re-appoint HLB Hodgson Impey Cheng as the Company’s auditors to hold office until conclusion of the next annual general meeting at a fee to be agreed with the Board.

By order of the Board
China AU Group Holdings Limited
Du Juan Hong
Chairman

Hong Kong, 25 June 2012

* For identification purposes only

NOTICE OF AGM

As at the date hereof, the Board comprised the following Directors:

Executive Directors

Mr. Yu Shu Kuen
Mr. Wang Xiao Fei
Mr. Wang Shang Zhong
Mr. Ji He Qun

Non-executive Director

Mr. Du Juan Hong

Independent non-executive Directors

Mr. Tam B Ray, Billy
Mr. Chu Kin Wang, Peleus

*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. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote at the meeting on his/her behalf in accordance with the articles of association of the Company. A proxy needs not be a shareholder of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the above meeting or any adjournment thereof.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. 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 above 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 names stand in the register of shareholders in respect of the joint holding.