
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 the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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This circular is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



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)

(1) CHANGE OF DOMICILE;
(2) CAPITAL REORGANISATION;
(3) CHANGE OF COMPANY NAME;
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of the Company (the “EGM”) to 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. is set out on pages EGM-1 to EGM-5 of this circular.

Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instruction printed thereon and deposit the same 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the website of the Growth Enterprise Market (“GEM”) at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the website of the Company at www.china-au-group.com.

* For identification purpose only

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 of Hong Kong Limited. 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 expressions below shall have the following meanings:

“Accumulated Losses”	the accumulated losses of the Company which amounted to HK\$278,123,606.72 based on the audited financial statements of the Company for the year ended 30 June 2012
“Announcements”	the announcements of the Company dated 20 December 2012 and 7 January 2013 in relation to, inter alia, the Change of Domicile and the Capital Reorganisation and the announcement of the Company dated 9 January 2013 in relation to the Change of Company Name
“Authorisation”	the proposed authorisation to the Directors to apply the entire amount standing to the credit of the contributed surplus account of the Company in such manner as they consider appropriate, including but not limited to setting off against the Accumulated Losses from time to time
“Bermuda Registrar”	the Registrar of Companies in Bermuda
“Board”	the board of Directors
“Bye-laws”	the bye-laws proposed to be adopted by the Company
“Cancellation of Share Premium Account”	the proposed cancellation of the entire amount standing to the credit of the share premium account of the Company
“Capital Consolidation”	the proposed consolidation of every one hundred issued Shares of HK\$0.001 each in the share capital of the Company upon the Capital Reduction taking effect into one issued Consolidated Share of HK\$0.10
“Capital Reduction”	the proposed reduction of capital of the Company by way of cancellation of the paid-up share capital to the extent of HK\$0.099 on each existing issued Share, such that the par value of all of the issued Shares shall be reduced from HK\$0.10 each to HK\$0.001
“Capital Reorganisation”	the capital reorganisation of the Company involving the Capital Reduction and the Capital Consolidation
“Cayman Registrar”	the Registrar of Companies in the Cayman Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

DEFINITIONS

“Change of Company Name”	the proposed change of the name of the Company 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
“Change of Domicile”	the proposed change of the domicile of the Company from the Cayman Islands to Bermuda by way of de-registration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda
“Companies Act”	the Companies Act 1981 of Bermuda
“Companies Law”	the Companies Law of the Cayman Islands as amended from time to time
“Company”	China AU Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Consolidated Share(s)”	issued share(s) of HK\$0.10 each in the share capital of the Company upon the Capital Consolidation taking effect
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held to consider and, if thought fit, approve the Cancellation of Share Premium Account, the Change of Domicile, the Capital Reorganisation, the adoption of the new memorandum of continuance and Bye-laws and the Change of Company Name
“Existing Share Certificates”	certificates for the existing Shares
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	the GEM listing committee of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Grand Court”	the Grand Court of the Cayman Islands
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 January 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Legal Advisers”	the Company’s legal advisers as to the laws of the Cayman Islands and Bermuda
“New Share(s)”	shares of HK\$0.10 each in the share capital of the Company upon the Capital Reorganisation becoming effective
“New Share Certificates”	certificates for the New Shares
“Registrar”	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
“Share(s)”	the existing ordinary share(s) of HK\$0.10 each in the share capital of the Company prior to the completion of the Capital Reorganisation
“Shareholder(s)”	the holder(s) of the issued Share(s) or as the context may require, the New Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Change of Domicile and the Capital Reorganisation. This timetable is indicative only and may be varied due to additional time required for compliance with the regulatory requirements in the Cayman Islands or Bermuda. Further announcement(s) will be made by the Company as and when appropriate on any significant changes to the expected timetable.

Latest time for lodging the form of proxy for the EGM . . . 4:30 p.m., 26 February 2013

EGM. 4:30 p.m., 28 February 2013

The following events are conditional on the fulfilment of the conditions for the implementation of the Change of Domicile and the Capital Reorganisation:

Effective date for the Change of Domicile* on or after 5 April 2013

Effective date of the Capital Reorganisation* on or after 25 April 2013

Commencement of dealings in New Shares 9:00 a.m., 25 April 2013

First day for free exchange of Existing Share Certificates
for New Share Certificates 25 April 2013

Last day for free exchange of Existing Share Certificates
for New Share Certificates 24 June 2013

All times and dates in this circular refer to Hong Kong local times and dates.

* *The expected effective dates for the Change of Domicile and the Capital Reorganisation are subject to the relevant conditions precedent (including Shareholders' approval at the EGM) being fulfilled. Further, the Capital Reorganisation is conditional upon, among others, the GEM Listing Committee granting the Listing Approval (as defined below). Meanwhile, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 30 September 2011. The Stock Exchange has expressed reservation on the granting of the Listing Approval (as defined below) before the Company has satisfied all the resumption conditions as set out in the letter from the Stock Exchange dated 13 July 2012. As such, the effective date of the Capital Reorganisation may be changed. The Company will keep the Shareholders and potential investors informed of any further changes in connection with the expected timetable by way of further announcement(s).*



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

Registered office:

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

Non-executive Director:

Mr. Du Juanhong

*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
Mr. Tse Joseph

24 January 2013

To the Shareholders

Dear Sir or Madam,

(1) CHANGE OF DOMICILE;
(2) CAPITAL REORGANISATION;
AND
(3) CHANGE OF COMPANY NAME

INTRODUCTION

As disclosed in the Announcements, the Board proposed to put forward to the Shareholders the following proposals for approval by the Shareholders at the EGM:

- (a) to approve the creation of a contributed surplus account of the Company, the Cancellation of Share Premium Account and the transfer to the newly created contributed surplus account of the Company the credits arising from the Cancellation of Share Premium Account;

* *For identification purpose only*

LETTER FROM THE BOARD

- (b) to change the domicile of the Company from the Cayman Islands to Bermuda by way of de-registration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda;
- (c) to adopt a new memorandum of continuance and Bye-laws in compliance with Bermuda laws to replace the existing memorandum and articles of association of the Company;
- (d) to effect the Capital Reorganisation; and
- (e) to change the Company name from “China AU Group Holdings Limited” to “EDS Wellness Holdings Limited” and to dispense with the adoption of 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).

The purposes of this circular are to provide you with further information regarding, among other things, (a) the creation of a contributed surplus account of the Company; (b) the Cancellation of Share Premium Account; (c) the Change of Domicile; (d) the Capital Reorganisation; and (e) the Change of Company Name, and to give you notice of EGM.

CREATION OF CONTRIBUTED SURPLUS ACCOUNT AND CANCELLATION OF SHARE PREMIUM ACCOUNT

The Directors propose to create a contributed surplus account of the Company and the share premium account of the Company will be cancelled. The credits arising from the Cancellation of Share Premium Account will be transferred to the newly created contributed surplus account of the Company. The Directors propose to seek the approval of the Shareholders that the contributed surplus account of the Company shall be the contributed surplus account of the Company within the meaning of the Companies Act effective upon the Change of Domicile.

Under Bermuda laws, the amount standing to the credit of the contributed surplus account is distributable subject to the satisfaction of certain solvency requirements and the Company may apply the contributed surplus in any manner not prohibited by the Companies Act and the Bye-laws. The Board also proposes to put forward to the Shareholders to approve, as a part of the Capital Reorganisation, the Authorisation.

As at the Latest Practicable Date, the Company has a credit balance of HK\$175,357,082.10 standing in its share premium account.

Conditions of the Cancellation of Share Premium Account

The Cancellation of Share Premium Account is conditional upon the passing of the necessary special resolution by the Shareholders at the EGM to approve the creation of a contributed surplus account of the Company and the transfer to such account the credits arising from a cancellation of the entire amounts standing to the credit of the share premium account of the Company.

LETTER FROM THE BOARD

CHANGE OF DOMICILE

The Directors propose to change the domicile of the Company from the Cayman Islands to Bermuda by way of de-registration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda and to adopt a new memorandum of continuance and Bye-laws in compliance with Bermuda laws to replace the existing memorandum and articles of association of the Company.

Conditions of the Change of Domicile

The Change of Domicile is conditional upon:

- (a) the passing of the necessary special resolutions by the Shareholders at the EGM to approve an amendment to the articles of association of the Company to facilitate the Change of Domicile and the adoption of the new memorandum of continuance and Bye-laws; and
- (b) compliance with the relevant procedures and requirements under the Cayman Islands laws and Bermuda laws.

ADOPTION OF NEW MEMORANDUM OF CONTINUANCE AND BYE-LAWS

Subject to the completion of the Change of Domicile, the Company proposes to adopt a new memorandum of continuance and Bye-laws in compliance with Bermuda laws to replace the existing memorandum and articles of association of the Company.

CAPITAL REORGANISATION

After the Change of Domicile, the Directors propose to reorganise the capital of the Company in the following manner:

- (a) the par value of each of the issued Share of HK\$0.10 shall be reduced to HK\$0.001 by cancelling the paid-up capital to the extent of HK\$0.099 on each issued Share;
- (b) the credit of HK\$129,907,800.00 arising from the Capital Reduction will be transferred to the contributed surplus account of the Company. Together with the balance of HK\$175,357,082.10 to be transferred from the share premium account of the Company, the balance of the contributed surplus account of the Company will become HK\$305,264,882.10 upon the Capital Reduction becoming effective. An amount of HK\$278,123,606.72 will be drawn from the contributed surplus account of the Company and will be applied to set off against the Accumulated Losses; and
- (c) after the Capital Reduction, effect a consolidation of the issued Shares whereby every one hundred issued Shares of HK\$0.001 each in the share capital of the Company will be consolidated into one issued Consolidated Share of HK\$0.10 each.

LETTER FROM THE BOARD

Conditions of the Capital Reorganisation

The Capital Reorganisation is conditional upon:

- (a) the passing of the necessary special resolution by the Shareholders at the EGM to approve the Capital Reorganisation involving the Capital Reduction and the Capital Consolidation;
- (b) the Change of Domicile becoming effective;
- (c) compliance with the relevant procedures and requirements under Bermuda laws and the GEM Listing Rules to effect the Capital Reorganisation; and
- (d) the GEM Listing Committee granting the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation (the “**Listing Approval**”).

The Change of Domicile is not conditional upon completion of the Capital Reorganisation. However, the Capital Reorganisation is conditional upon the Change of Domicile becoming effective.

Shareholders and potential investors should be aware of and take note that the Capital Reorganisation is conditional upon, among others, the GEM Listing Committee granting the Listing Approval. As the trading in the Shares on the Stock Exchange has been suspended since 30 September 2011, the Stock Exchange has expressed that the GEM Listing Committee would only grant the Listing Approval after trading in the Shares has been resumed.

The Stock Exchange has expressed reservation on the granting of the Listing Approval before the Company has satisfied all the resumption conditions as set out in the letter from the Stock Exchange dated 13 July 2012. Therefore, the Listing Approval may or may not be granted.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

The Capital Reorganisation will be completed upon fulfilling all the conditions of the Capital Reorganisation.

LETTER FROM THE BOARD

Reasons for the Change of Domicile and the Capital Reorganisation and impact on the Company and the Shareholders

The Change of Domicile is proposed to shorten the time required to effect the Capital Reorganisation. As advised by the Legal Advisers, if the Company is to proceed with the Capital Reorganisation in the Cayman Islands, the sanction of the Grand Court shall be required for the Capital Reduction and such sanction cannot be obtained in a commercially expedient time frame. The Company has been advised further by the Legal Advisers that no court sanction is required for the Change of Domicile in the Cayman Islands or Bermuda or the Capital Reorganisation in Bermuda.

As advised by the Legal Advisers, Shareholders will be required to approve the Change of Domicile and the adoption of the proposed memorandum of continuance and Bye-laws upon the Change of Domicile becoming effective by special resolutions. After the passing of the special resolutions at the EGM, applications will be made to the Cayman Registrar to have the Company de-registered in the Cayman Islands, and to the Bermuda Monetary Authority for seeking permission for the Shareholders to be shareholders of a Bermuda Company, and the filing of the memorandum of continuance and Bye-laws will be made to the Bermuda Registrar. The Change of Domicile will become effective upon registration by the Bermuda Registrar of the memorandum of continuance and Bye-laws and the Company will become a company to which the Companies Act and any other laws in Bermuda apply as if the Company had been incorporated in Bermuda.

Other than the expenses to be incurred, the Change of Domicile will not alter the underlying assets, business operations, management or financial position of the Company nor the proportionate equity interests of the Shareholders. The continuation of the Company into Bermuda does not create a new legal entity or prejudice or affect the continuity of the Company. The Company will continue to maintain its existing principal place of business in Hong Kong.

The Change of Domicile also will not involve the formation of a new holding company, the withdrawal of listing of the Shares, any issue of new Shares, any transfer of assets of the Company or any change in the existing shareholding of the Company. Implementation of the Change of Domicile will not affect the listing status of the Shares on GEM.

The Capital Reorganisation is proposed in order to provide the Company with more flexibility in possible future fund raisings. This, together with the application of the credit standing to the contributed surplus account arising from the Capital Reduction as set out above, will facilitate the payment of dividends as and when the Directors consider it appropriate in the future.

Shareholders, however, should note that there are no assurance that a dividend will be declared or paid in the future even if the Capital Reorganisation has become effective.

LETTER FROM THE BOARD

The Directors (including the independent non-executive Directors) are of the view that the Capital Reorganisation will not have a material financial effect on the financial position of the Group. The Board also believes that on the date the Capital Reorganisation is to be effected, there is no reasonable ground for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due. Other than the expenses to be incurred in relation to the Capital Reorganisation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company nor the proportionate equity interests of the Shareholders or the interests or rights of the Shareholders.

Accordingly, the Directors believe that the Change of Domicile and the Capital Reorganisation are beneficial to and in the interests of the Company and the Shareholders as a whole.

Application for listing of New Shares

Application will be made to the Stock Exchange for granting the listing of, and permission to deal in, the New Shares and all necessary arrangements will be made for the New Shares to be admitted into the CCASS.

As at the Latest Practicable Date, there are no outstanding share options, warrants or convertible securities of the Company which entitle the holders thereof to convert into or subscribe any Shares.

Subject to the granting of Listing Approval, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Stock Exchange has expressed reservation on the granting of the Listing Approval before the Company has satisfied all the resumption conditions as set out in the letter from the Stock Exchange dated 13 July 2012. Therefore, the Listing Approval may or may not be granted. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in doubt about their position, they should consult their professional advisers.

Status of the New Shares

The New Shares will rank *pari passu* in all respect among themselves and the New Shares will, subject to the suspension of trading in the Shares on the Stock Exchange be resumed, continue to be traded in the board lot of 5,000 New Shares on the business day immediately following the date of completion of the Capital Reorganisation. The Capital Reorganisation will not result in any change in the relative rights of the Shareholders.

LETTER FROM THE BOARD

None of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal in is being or is proposed to be sought.

Board lot size

As at the Latest Practicable Date, subject to the suspension of trading in the Shares on the Stock Exchange be resumed, the Shares are traded on the Stock Exchange in board lot of 5,000 Shares. Following the Capital Reorganisation, it is proposed that the New Shares will remain to be traded in board lot of 5,000 New Shares.

Based on the closing price of HK\$0.161 per Share (equivalent to HK\$16.1 per New Share) as at 28 September 2011, being the last trading day before suspension of trading in the Shares on the Stock Exchange, the value of each board lot of 5,000 New Shares, assuming the Capital Reorganisation had already been effective and the trading in the Shares on the Stock Exchange had been resumed, would be HK\$80,500.

EFFECT OF THE CAPITAL REORGANISATION ON THE SHARE CAPITAL OF THE COMPANY

As at the Latest Practicable Date, the Company has an authorised share capital of HK\$500,000,000.00 divided into 5,000,000,000 Shares of HK\$0.10 each, of which 1,312,200,000 Shares have been issued and are fully paid or credited as fully paid. Upon completion of the Capital Reorganisation, the Company will have an authorised share capital of HK\$500,000,000.00 divided into 5,000,000,000 New Shares of HK\$0.10 each, of which 13,122,000 New Shares will be in issue and fully paid or credited as fully paid.

Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date up to the date on which the Capital Reorganisation becomes effective, the share capital structure of the Company will be as follows:

	Immediately before Capital Reorganisation	Immediately after Capital Reorganisation
Authorised share capital	HK\$500,000,000.00	HK\$500,000,000.00
Nominal value	HK\$0.10 per Share	HK\$0.10 per New Share
Number of authorised shares	5,000,000,000 Shares	5,000,000,000 New Shares
Amount of issued share capital	HK\$131,220,000.00	HK\$1,312,200.00
Number of issued shares	1,312,200,000 Shares	13,122,000 New Shares
Amount of unissued share capital	HK\$368,780,000.00	HK\$498,687,800.00
Number of unissued shares	3,687,800,000 Shares	4,986,878,000 New Shares

LETTER FROM THE BOARD

According to the audited financial statements of the Company for the year ended 30 June 2012, the amount of Accumulated Losses was HK\$278,123,606.72 and the balance of the share premium account was HK\$175,357,082.10. After the completion of the Cancellation of Share Premium Account and the Capital Reduction, HK\$278,123,606.72 will be applied from the contributed surplus account of the Company to offset against the Accumulated Losses.

Other than the expenses to be incurred, the Capital Reorganisation will not alter the underlying assets, business operations, management or financial position of the Company nor the proportionate equity interests of the Shareholders. The Directors believe that the Capital Reorganisation will not have any adverse effect on the financial position of the Group and that on the date the Capital Reorganisation becoming effective, there are no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due. No capital will be lost as a result of the Capital Reorganisation and, except for the expenses to be incurred which is expected to be insignificant in the context of the net asset value of the Company, the net asset value of the Company will remain unchanged before or after the Capital Reorganisation becoming effective. The Capital Reorganisation does not involve any diminution of any liability and any paid up capital of the Company. The Capital Reorganisation will not result in any change in the relative rights of the Shareholders.

Upon the completion of the Cancellation of Share Premium Account and the Capital Reorganisation involving the Capital Reduction and the Capital Consolidation, there will remain a balance of HK\$27,141,275.38 in the contributed surplus account of the Company to be created. The Accumulated Losses will be set off in full and the entire amount of share premium will be utilised and set off against the Accumulated Losses.

EXCHANGE OF SHARE CERTIFICATES

Subject to the Capital Reorganisation becoming effective, which is currently expected to be 25 April 2013, Shareholders may during business hours for the period from 25 April 2013 to 24 June 2013 (both days inclusive), submit their Existing Share Certificates for the Shares to the Registrar for exchange of New Share Certificates (in yellow colour) for the New Shares at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of Existing Share Certificates, a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Registrar for exchange of Existing Share Certificates.

With effect from 24 June 2013, Existing Share Certificates (in gold colour) for the Shares will cease to be valid for trading purposes, but will remain valid and effective as documents of title.

LETTER FROM THE BOARD

WARNING

Shareholders and potential investors should be aware of and take note that the Cancellation of Share Premium Account, the Change of Domicile and the Capital Reorganisation are conditional upon the satisfaction of the conditions precedent set out in the respective paragraphs headed “Conditions of the Cancellation of Share Premium Account”, “Conditions of the Change of Domicile” and “Conditions of the Capital Reorganisation”. Therefore, the Cancellation of Share Premium Account, the Change of Domicile and the Capital Reorganisation may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

CHANGE OF COMPANY NAME

The Board announced on 9 January 2013 that it proposed to change the name of the Company 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, subject to the conditions set out below being fulfilled.

Reasons for the Change of Company Name

As announced by the Company on 18 July 2012, EDS Distribution Limited, an indirect wholly-owned subsidiary of the Company, had entered into an exclusive distribution agreement with Montaigne Limited, a skincare product manufacturer in France, on 13 July 2012, pursuant to which Montaigne Limited had granted an exclusive distributorship of “Evidens de Beauté” products in Hong Kong to EDS Distribution Limited for an initial term of 3 years. The Board considers that the Change of Company Name will better reflect the scope and benefit of the Company’s future development and is in the interests of the Company and the Shareholders as a whole.

Conditions of the Change of Company Name

The Change of Company Name will be subject to the following:

- (a) the passing of the necessary special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (b) if necessary, the Cayman Registrar approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Cayman Registrar enters the new name of the Company on the register in place of the former name. The Cayman Registrar shall issue a certificate of incorporation on change of name thereafter. The Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong.

LETTER FROM THE BOARD

Effects of the Change of Company Name

The Change of Company Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position.

All Existing Share Certificates bearing the present name of the Company shall, after the Change of Company Name becoming effective, continue to be evidence of title to such securities and the Existing Share Certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the Existing Share Certificates for New Share Certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, New Share Certificates will be issued only in the new name of the Company.

EGM

The Cancellation of Share Premium Account, the Change of Domicile, the Capital Reorganisation, the adoption of the new memorandum of continuance and Bye-laws and the Change of Company Name will be conditional upon the passing of the special resolutions by the Shareholders at the EGM.

The EGM 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., the notice of which is set out on pages EGM-1 to EGM-5 of this circular, for the Shareholders to consider and, if thought fit, to approve the resolutions in respect of the Cancellation of Share Premium Account (including the creation of a contributed surplus account of the Company and the Authorisation), the Change of Domicile (including the approval of an amendment to the memorandum and articles of association of the Company to facilitate the Change of Domicile, the approval of the Change of Domicile and the adoption of the new memorandum of continuance and Bye-laws), the Capital Reorganisation (involving the Capital Reduction and the Capital Consolidation) and the Change of Company Name.

In compliance with the GEM Listing Rules, the resolutions will be voted by way of poll at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the EGM.

Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instruction printed thereon and deposit the same 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that the Cancellation of Share premium Account, the Change of Domicile, the Capital Reorganisation, the adoption of the new memorandum of continuance and Bye-laws and the Change of Company Name are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors are aware of, none of the Directors, controlling Shareholders nor substantial Shareholders nor any of their respective associates had any interest in a business which competes or may compete, either directly or indirectly, with the business of the Group or has, any other conflict of interest which any such person has or may have within the Group.

RESPONSIBILITY STATEMENT

This circular, 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 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.

SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 30 September 2011 and shall remain suspended until further notice.

Yours faithfully,
For and on behalf of the Board
China AU Group Holdings Limited
Lee Chan Wah
Executive Director

Set out below is a summary of the provisions of the new memorandum of continuance (the “**New Memorandum**”) and the Bye-laws upon continuation in Bermuda and their differences with the memorandum (the “**Memorandum**”) and articles of association (the “**Articles**”) of the Company prior to the Change of Domicile.

1. THE MEMORANDUM AND THE NEW MEMORANDUM

The Memorandum states, inter alia, that the liability of the members of the Company is limited, that the objects for which the Company is established are unrestricted and that the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by the Companies Law and, as an exempted company, the Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands.

Upon continuance of the Company in Bermuda, the Company will adopt the New Memorandum which, upon filing with and registration by the Bermuda Registrar, will in effect be the Company’s new memorandum of association. The New Memorandum states, inter alia, that the liability of members of the Company is limited to the amount, if any, for the time being unpaid on the shares respectively held by them and that the Company is an exempted company as defined in the Companies Act. The New Memorandum also sets out the objects for which the Company was formed which are unrestricted and that the Company has the capacity, rights, powers and privileges of a natural person. As an exempted company, the Company will be carrying on business outside Bermuda from a place of business within Bermuda.

In accordance with and subject to sections 42, 42A and 42B of the Companies Act, the New Memorandum empowers the Company to issue preference shares which are, at the option of the holder, liable to be redeemed, purchase its own shares and acquire its own shares to be held as treasury shares. Pursuant to the Bye-laws, the power to purchase the Company’s own shares is exercisable by the Board upon such terms and subject to such conditions as it thinks fit.

2. THE ARTICLES AND THE BYE-LAWS

(a) Directors

(i) *Power to allot and issue shares and warrants*

Summary

Subject to the Companies Law, the constitutional document of the Company and any special rights conferred on the holders of any shares or class of shares, any share may be issued with or have attached thereto such rights, or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, as the Company may by ordinary resolution determine

or if there has not been any such determination or so far as the same may not make specific provision, as the Board may determine. Subject to the Companies Act, any preference shares may be issued or converted into shares that are liable to be redeemed, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution determine. The Board may issue warrants conferring the right upon the holders thereof to subscribe for any class of shares or securities in the capital of the Company on such terms as it may from time to time determine.

Subject to the provisions of the Companies Act, the Bye-laws, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange (as defined in the Bye-laws) and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, all unissued shares in the Company shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and on such terms and conditions as it in its absolute discretion thinks fit, but so that no shares shall be issued at a discount.

Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.

Material differences

The corresponding provisions of the Articles relating to the power of directors to allot and issue shares and warrants are substantially the same.

Under the Articles, no shares of the Company may be issued at a discount except in accordance with the provisions of the Companies Law.

(ii) Power to dispose of the assets of the Company or any of its subsidiaries*Summary*

There are no specific provisions in the Bye-laws relating to the disposal of the assets of the Company or any of its subsidiaries.

Note: The Directors may, however, exercise all powers and do all acts and things which may be exercised or done or approved by the Company and which are not required by the Bye-laws or the Companies Act to be exercised or done by the Company in general meeting.

Material differences

The Articles do not contain any prohibition or restriction on the disposal of the assets of the Company or any of its subsidiaries.

(iii) Compensation or payments for loss of office*Summary*

Payments to any Director or past Director of any sum by way of compensation for loss of office or as consideration for or in connection with his retirement from office (not being a payment to which the Director is contractually entitled) must be approved by the Company in general meeting.

Material differences

The Articles contain similar provisions.

(iv) Loans and provision of security for loans to Directors*Summary*

There are no provisions in the Bye-laws relating to the making of loans to Directors. However, the Companies Act contains restrictions on companies making loans or providing security for loans to their directors.

Material differences

There are provisions in the Articles prohibiting the making of loans to a Director or a director of any holding company of the Company or to any of their respective associates (as defined by the rules, where applicable, of the Designated Stock Exchange (as defined in the Articles)) for so long as the shares of the Company are listed on the Stock Exchange.

(v) *Financial assistance to purchase shares of the Company*

Summary

Subject to compliance with the rules and regulations of the Designated Stock Exchange (as defined in the Bye-laws) and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.

Material differences

The Articles contain similar provisions.

(vi) *Disclosure of interests in contracts with the Company or any of its subsidiaries*

Summary

A Director may hold any other office or place of profit with the Company (except that of auditor of the Company) in conjunction with his office of Director for such period and, subject to the Companies Act, upon such terms as the Board may determine, and may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) in addition to any remuneration provided for by or pursuant to any other bye-laws. A Director may be or become a director or other officer of, or a member of, any company promoted by the Company or any other company in which the Company may be interested, and shall not be liable to account to the Company or the members for any remuneration, profits or other benefits received by him as a director, officer or member of, or from his interest in, such other company. Subject as otherwise provided by the Bye-laws, the Board may also cause the voting power conferred by the shares in any other company held or owned by the Company to be exercised in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company.

Subject to the Companies Act and to the Bye-laws, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director

holding that office or the fiduciary relationship thereby established. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest then exists, or in any other case, at the first meeting of the Board after he knows that he is or has become so interested.

A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or other proposal in which he or any of his associates is materially interested but this prohibition shall not apply to any of the following matters, namely:

- (aa) any contract or arrangement for giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;
- (bb) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (cc) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (dd) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or
- (ee) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death, or disability benefits scheme or other arrangement which relates both to Directors, his associates and employees of the Company or of any of its subsidiaries and does

not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.

Material differences

The Articles contain substantially similar provisions.

(vii) Remuneration

Summary

The ordinary remuneration of the Directors shall from time to time be determined by the Company in general meeting, such remuneration (unless otherwise directed by the resolution by which it is voted) to be divided amongst the Directors in such proportions and in such manner as the Board may agree or, failing agreement, equally, except that any Director holding office for part only of the period in respect of which the remuneration is payable shall only rank in such division in proportion to the time during such period for which he held office. The Directors shall also be entitled to be prepaid or repaid all travelling, hotel and incidental expenses reasonably incurred or expected to be incurred by them in attending any Board meetings, committee meetings or general meetings or separate meetings of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties as Directors.

Any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the Board go beyond the ordinary duties of a Director may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine and such extra remuneration shall be in addition to or in substitution for any ordinary remuneration provided for by or pursuant to any other bye-laws. A Director appointed to be a managing director, joint managing director, deputy managing director or other executive officer shall receive such remuneration (whether by way of salary, commission or participation in profits or otherwise or by all or any of those modes) and such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time decide. Such remuneration may be either in addition to or in lieu of his remuneration as a Director.

The Board may establish or concur or join with other companies (being subsidiary companies of the Company or companies with which it is associated in business) in establishing and making contributions out of the Company's monies to any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees

(which expression as used in this and the following paragraph shall include any Director or ex-Director who may hold or have held any executive office or any office of profit with the Company or any of its subsidiaries) and ex-employees of the Company and their dependants or any class or classes of such persons.

The Board may pay, enter into agreements to pay or make grants of revocable or irrevocable, and either subject or not subject to any terms or conditions, pensions or other benefits to employees and ex-employees and their dependants, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependants are or may become entitled under any such scheme or fund as is mentioned in the previous paragraph. Any such pension or benefit may, as the Board considers desirable, be granted to an employee either before and in anticipation of, or upon or at any time after, his actual retirement.

Material differences

The Articles contain substantially similar provisions.

(viii) Retirement, appointment and removal

Summary

At each annual general meeting, one-third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one-third) will retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. The Directors to retire in every year will be those who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot.

Note: There are no provisions relating to retirement of Directors upon reaching any age limit.

The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the members in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the

existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Neither a Director nor an alternate Director is required to hold any shares in the Company by way of qualification.

A Director may be removed by an ordinary resolution of the Company before the expiration of his period of office (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) provided that the notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention to do so and be served on such Director fourteen (14) days before the meeting and, at such meeting, such Director shall be entitled to be heard on the motion for his removal. Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two. There is no maximum number of Directors unless otherwise determined from time to time by members of the Company.

The Board may from time to time appoint one or more of its body to be managing director, joint managing director, or deputy managing director or to hold any other employment or executive office with the Company for such period (subject to their continuance as Directors) and upon such terms as the Board may determine and the Board may revoke or terminate any of such appointments (but without prejudice to any claim for damages that such Director may have against the Company or vice versa). The Board may delegate any of its powers, authorities and discretions to committees consisting of such Director or Directors and other persons as the Board thinks fit, and it may from time to time revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes, but every committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations that may from time to time be imposed upon it by the Board.

Material differences

The Articles contain substantially similar provisions except that there is no requirement to serve any notice on the Director who is being removed nor is there any provision allowing such director to be heard on the motion for his removal. There are also no provisions in the Articles to allow for removal of Directors by the Board.

(ix) Borrowing powers*Summary*

The Board may from time to time at its discretion exercise all the powers of the Company to raise or borrow money, to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the Companies Act, to issue debentures, bonds and other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

Note: These provisions, in common with the Bye-laws in general, can be varied with the sanction of a special resolution of the Company.

Material differences

The Articles contain substantially similar provisions.

(x) Physical board meeting*Summary*

If a Substantial Shareholder (as defined in the Bye-laws) or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter should be dealt with by a physical Board meeting rather than a written resolution.

Material differences

The Articles do not contain such requirement for physical Board meeting.

(b) Alterations to constitutional documents*Summary*

The Bye-laws may be rescinded, altered or amended by the Directors subject to the confirmation of the Company in general meeting. The Bye-laws state that a special resolution shall be required to alter the provisions of the Memorandum of Continuance, to confirm any such rescission, alteration or amendment to the Bye-laws or to change the name of the Company.

Material differences

Under the Articles, any alteration to the Memorandum and the Articles requires the sanction of a special resolution.

(c) Alteration of capital*Summary*

The Company may from time to time by ordinary resolution in accordance with the relevant provisions of the Companies Act to:

- (i) increase its capital by such sum, to be divided into shares of such amounts as the resolution shall prescribe;
- (ii) consolidate and divide all or any of its capital into shares of larger amount than its existing shares;
- (iii) divide its shares into several classes and without prejudice to any special rights previously conferred on the holders of existing shares as the directors may determine;
- (iv) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Continuance;
- (v) change the currency denomination of its share capital;
- (vi) make provision for the issue and allotment of shares which do not carry any voting rights; and
- (vii) cancel any shares which, at the date of passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its capital by the amount of the shares so cancelled.

The Company may, by special resolution, subject to any confirmation or consent required by law, reduce its authorised or issued share capital or, save for the use of share premium as expressly permitted by the Companies Act, any share premium account or other undistributable reserve.

Material differences

Save for paragraph (v) of the above Summary, Article 4 of the Articles contain similar provisions. The Company may also by special resolution reduce any capital redemption reserve.

(d) Variation of rights of existing shares or classes of shares*Summary*

Subject to the Companies Act, all or any of the special rights attached to the shares or any class of shares may (unless otherwise provided for by the terms of issue of that class) be varied, modified or abrogated either with the consent in

writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of the Bye-laws relating to general meetings will *mutatis mutandis* apply, but so that the necessary quorum (other than at an adjourned meeting) shall be two persons or (in the case of a member being a corporation) its duly authorised representative holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting, two holders present in person or (in the case of a member being a corporation) its duly authorised representative or by proxy whatever the number of shares held by them shall be a quorum. Every holder of shares of the class shall be entitled to one vote for every such share held by him.

Material differences

The Articles contain substantially similar provisions.

(e) Special resolution — majority required

Summary

A special resolution of the Company must be passed by a majority of not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, in the case of such members as are corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days specifying the intention to propose the resolution as a special resolution, has been duly given. Provided that if permitted by the Designated Stock Exchange (as defined in the Bye-laws), except in the case of an annual general meeting, if it is so agreed by a majority in number of the members having a right to attend and vote at such meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the shares giving that right and, in the case of an annual general meeting, if so agreed by all members entitled to attend and vote thereat, a resolution may be proposed and passed as a special resolution at a meeting of which notice of less than twenty-one (21) clear days and not less than ten (10) clear business days has been given.

Material differences

The definition of special resolution under the Articles is the same except that if permitted by the rules of the Designated Stock Exchange, an annual general meeting may be called by shorter notice if it is so agreed by all the members entitled to attend and vote thereat, and in the case of any other meeting, if it is so agreed by all the members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.

(f) Voting rights*Summary*

Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with the Bye-laws, at any general meeting on a poll every member present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or installments is treated for the foregoing purposes as paid up on the share.

A member entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.

At any general meeting a resolution put to the vote of the meeting is to be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands.

If a recognised clearing house (or its nominee(s)) is a member of the Company, it may authorise such persons as it thinks fit to act as its representative(s) at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person authorised pursuant to this provision shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same powers on behalf of the recognised clearing house (or its nominee(s)) as if such person was the registered holder of the shares held by that clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, where a show of hands is allowed, the right to vote individually on a show of hands.

Where the Company has any knowledge that any Shareholder is, under the rules of the Designated Stock Exchange (as defined in the Bye-laws), required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Material differences

The Articles contain substantially similar provisions.

(g) Requirements for annual general meetings*Summary*

An annual general meeting of the Company must be held in each year other than the year in which its statutory meeting is convened at such time (within a period of not more than 15 months after the holding of the last preceding annual general meeting unless a longer period would not infringe the rules of any Designated Stock Exchange (as defined in the Bye-laws)) and place as may be determined by the Board.

Material differences

Similarly, the Company must hold a general meeting as its annual general meeting and not more than 15 months shall elapse between the date of one annual general meeting and the next. However, the first annual general meeting of the Company may be held at any time within 18 months of its incorporation.

(h) Accounts and audit*Summary*

The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the provisions of the Companies Act or necessary to give a true and fair view of the Company's affairs and to explain its transactions.

The accounting records shall be kept at the registered office or, subject to the Companies Act, at such other place or places as the Board decides and shall always be open to inspection by any Director. No member (other than a Director) shall have any right of inspecting any accounting record or book or document of the Company except as conferred by law or authorised by the Board or the Company in general meeting.

Subject to the Companies Act, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the auditors' report, shall be sent to each person entitled

thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Companies Act provided that this provision shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures; however, to the extent permitted by and subject to compliance with all applicable laws, including the rules of the Designated Stock Exchange (as defined in the Bye-laws), the Company may send to such persons summarised financial statements derived from the Company's annual accounts and the Directors' report instead provided that any such person may by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the Directors' report thereon.

Subject to the Companies Act, at the annual general meeting or at a subsequent special general meeting in each year, the members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the members appoint another auditor. Such auditor may be a member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company. The remuneration of the auditor shall be fixed by the Company in general meeting or in such manner as the members may determine. If the office of auditor becomes vacant by his resignation or death, or by his becoming incapable of acting by reason of illness or other disability, the Directors may fill the vacancy and fix the remuneration of the auditor so appointed.

The financial statements of the Company shall be audited by the auditor in accordance with generally accepted auditing standards. The auditor shall make a written report thereon in accordance with generally accepted auditing standards and the report of the auditor shall be submitted to the members in general meeting. The generally accepted auditing standards referred to herein may be those of a country or jurisdiction other than Bermuda. If the auditing standards of a country or jurisdiction other than Bermuda are used, the financial statements and the report of the auditor should disclose this fact and name such country and jurisdiction.

Material differences

The Articles contain substantially similar provisions except that at the annual general meeting or at a subsequent extraordinary general meeting in each year, the members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting.

(i) Notices and business to be conducted at meetings*Summary*

The Bye-laws allow deem consent on the part of a shareholder to a corporate communication being made available to him on the Company's website or the website of the Designated Stock Exchange upon compliance with the requisite procedures.

An annual general meeting shall be called by notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which it is proposed to pass a special resolution shall (save as set out in sub-paragraph (e) above) be called by notice of at least twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings shall be called by notice of at least fourteen (14) clear days and not less than ten (10) clear business days. The notice must specify the time and place of the meeting and, in the case of special business, the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such.

Material differences

The Articles contain substantially similar provisions.

(j) Transfer of shares*Summary*

All transfers of shares may be effected in any manner permitted by and in accordance with the rules of the Designated Stock Exchange by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in such other form as the Board may approve and which may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time. The instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case in which it thinks fit, in its discretion, to do so and the transferor shall be deemed to remain the holder of the share until the

name of the transferee is entered in the register of members in respect thereof. The Board may also resolve either generally or in any particular case, upon request by either the transferor or the transferee, to accept mechanically executed transfers.

The Board in so far as permitted by any applicable law may, in its absolute discretion, at any time and from time to time transfer any share upon the principal register to any branch register or any share on any branch register to the principal register or any other branch register.

Unless the Board otherwise agrees, no shares on the principal register shall be transferred to any branch register nor may shares on any branch register be transferred to the principal register or any other branch register. All transfers and other documents of title shall be lodged for registration and registered, in the case of shares on a branch register, at the relevant registration office and, in the case of shares on the principal register, at the registered office in Bermuda or such other place in Bermuda at which the principal register is kept in accordance with the Companies Act.

The Board may, in its absolute discretion, and without assigning any reason, refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve or any share issued under any share incentive scheme for employees upon which a restriction on transfer imposed thereby still subsists, and it may also refuse to register any transfer of any share to more than four joint holders or any transfer of any share (not being a fully paid up share) on which the Company has a lien.

The Board may decline to recognise any instrument of transfer unless a fee of such maximum sum as any Designated Stock Exchange (as defined in the Bye-laws) may determine to be payable or such lesser sum as the Directors may from time to time require is paid to the Company in respect thereof, the instrument of transfer, if applicable, is properly stamped, is in respect of only one class of share and is lodged at the relevant registration office or registered office or such other place at which the principal register is kept accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do).

The registration of transfers may be suspended and the register closed on giving notice by advertisement in an appointed newspaper and, where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange (as defined in the Bye-laws), at such times and for such periods as the Board may determine and either generally or in respect of any class of shares. The register of members shall not be closed for periods exceeding in the whole thirty (30) days in any year.

Material differences

The Articles contain substantially similar provisions.

(k) Power for the Company to purchase its own shares*Summary*

The Bye-laws supplement the Company's Memorandum of Continuance (which gives the Company the power to purchase its own shares) by providing that the power is exercisable by the Board upon such terms and conditions as it thinks fit.

Material differences

The Articles provide that subject to the provisions of the Companies Law and the rules of the Stock Exchange, the Company may repurchase its own shares on such terms as the Directors may deem fit.

(l) Power for any subsidiary of the Company to own shares in the Company*Summary*

There are no provisions in the Bye-laws relating to ownership of shares in the Company by a subsidiary.

Material differences

Similarly, the Articles do not contain any provision.

(m) Dividends and other methods of distribution*Summary*

Subject to the Companies Act, the Company in general meeting may declare dividends in any currency to be paid to the members but no dividend shall be declared in excess of the amount recommended by the Board. The Company in general meeting may also make a distribution to its members out of contributed surplus (as ascertained in accordance with the Companies Act). No dividend shall be paid or distribution made out of contributed surplus if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than its liabilities.

Except in so far as the rights attaching to, or the terms of issue of, any share may otherwise provide, (i) all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid but no amount paid up on a share in advance of calls shall for this purpose be treated as

paid up on the share; and (ii) all dividends shall be apportioned and paid pro-rata according to the amount paid up on the shares during any portion or portions of the period in respect of which the dividend is paid. The Directors may deduct from any dividend or other monies payable to a member by the Company on or in respect of any shares all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared on the share capital of the Company, the Board may further resolve either (a) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up, provided that the shareholders entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment; or (b) that shareholders entitled to such dividend will be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Board may think fit. The Company may also upon the recommendation of the Board by an ordinary resolution resolve in respect of any one particular dividend of the Company that it may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to shareholders to elect to receive such dividend in cash in lieu of such allotment.

Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared the Board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind.

All dividends or bonuses unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends or bonuses unclaimed for six years after having been declared may be forfeited by the Board and shall revert to the Company.

Material differences

The Articles contain substantially similar provisions save that dividend must be paid out of profits or reserves available for distribution including share premium and there is no reference to contributed surplus which is distributable under Bermuda laws.

(n) Proxies

Summary

Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting

of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.

Material differences

The Articles contain substantially similar provisions.

(o) Calls on shares and forfeiture of shares

Summary

Subject to the Bye-laws and to the terms of allotment, the Board may from time to time make such calls upon the members in respect of any monies unpaid on the shares held by them respectively (whether on account of the nominal value of the shares or by way of premium). A call may be made payable either in one lump sum or by installments. If the sum payable in respect of any call or instalment is not paid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding twenty per cent. (20%) per annum as the Board may agree to accept from the day appointed for the payment thereof to the time of actual payment, but the Board may waive payment of such interest wholly or in part. The Board may, if it thinks fit, receive from any member willing to advance the same, either in money or money's worth, all or any part of the monies uncalled and unpaid or installments payable upon any shares held by him, and upon all or any of the monies so advanced the Company may pay interest at such rate (if any) as the Board may decide.

If a member fails to pay any call on the day appointed for payment thereof, the Board may serve not less than fourteen (14) clear days' notice on him requiring payment of so much of the call as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment and stating that, in the event of non payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.

If the requirements of any such notice are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

Such forfeiture will include all dividends and bonuses declared in respect of the forfeited share and not actually paid before the forfeiture.

A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding, remain liable to pay to the Company all monies which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until the date of actual payment at such rate not exceeding twenty per cent. (20%) per annum as the Board determines.

Material differences

The Articles contain substantially similar provisions to the Bye-laws.

(p) Inspection of register of members

Summary

The register and branch register of members shall be open to inspection between 10:00 a.m. and 12:00 noon during business hours by members of the public without charge at the registered office or such other place in Bermuda at which the register is kept in accordance with the Companies Act, unless the register is closed in accordance with the Companies Act.

Material differences

Under the Articles, the principal register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by members of the Company without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board at the registered office or such other place at which the principal register is kept in accordance with the Companies Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the share registration office.

(q) Quorum for meetings and separate class meetings

Summary

For all purposes the quorum for a general meeting shall be two members present in person or (in the case of a member being a corporation) by its duly authorised representative or by proxy and entitled to vote. In respect of a separate class meeting (other than an adjourned meeting) convened to sanction the modification of class rights the necessary quorum shall be two persons holding or representing by proxy not less than one-third in nominal value of the issued shares of that class.

Material differences

The Articles contain similar provisions.

(r) Rights of the minorities in relation to fraud or oppression*Summary*

There are no provisions in the Bye-laws relating to rights of minority shareholders in relation to fraud or oppression. However, certain remedies are available to shareholders of the Company under Bermuda laws.

Material differences

The Articles contain no provisions specifically dealing with such rights of minority shareholders.

(s) Procedures on liquidation*Summary*

A resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.

If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the Companies Act, divide among the members in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like authority, shall think fit, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

Material differences

The Articles contain substantially similar provisions to the Bye-laws.

(t) Untraceable members*Summary*

The Company may sell any of the shares of a member who is untraceable if (i) all cheques or warrants (being not less than three in total number) for any sum payable in cash to the holder of such shares have remained uncashed for a period of 12 years; (ii) upon the expiry of the 12 year period, the Company has not during that time received any indication of the existence of the member; and (iii) the Company has caused an advertisement to be published in accordance with the rules of the Designated Stock Exchange (as defined in the Bye-laws) giving notice of its intention to sell such shares and a period of three months, or such shorter period as may be permitted by the Designated Stock Exchange (as defined in the Bye-laws), has elapsed since such advertisement and the Designated Stock Exchange (as defined in the Bye-laws) has been notified of such intention. The net proceeds of any such sale shall belong to the Company and upon receipt by the Company of such net proceeds, it shall become indebted to the former member of the Company for an amount equal to such net proceeds.

Material differences

The Articles contain similar provisions.

NOTICE OF EGM



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 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

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- (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

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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.”

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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

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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.