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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**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 proxy form 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company (the “**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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### **China AU Group Holdings Limited**

### **中國金豐集團控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8176)**

**(I) GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES;  
(II) RE-ELECTION OF DIRECTORS;  
(III) PROPOSED APPOINTMENT OF AUDITORS;  
AND  
(IV) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company (the “**Annual General Meeting**”) to be held at Unit B, 9/F., The Grande Building, 398 Kwun Tong Road, Kowloon, Hong Kong on Thursday, 28 February 2013 at 4:00 p.m., is set out on pages 14 to 18 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed proxy form 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 later than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

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

Hong Kong, 24 January 2013

\* For identification purpose only

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## CHARACTERISTICS OF GEM

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

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

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Unit B, 9/F., The Grande Building, 398 Kwun Tong Road, Kowloon, Hong Kong on Thursday, 28 February 2013 at 4:00 p.m., a notice of which is set out on pages 14 to 18 of this circular
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“associates”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Company”	China AU Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“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
“Repurchase Mandate”	a general mandate to the Directors to enable them to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of passing of the resolution at the Annual General Meeting
“Repurchases Code”	The Hong Kong Code on Share Repurchases
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Cap. 571) of the laws of Hong Kong

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Share Issue Mandate”	the general mandate to the Directors to exercise the power of the Company to allot, issue and otherwise deal with the Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolution at the Annual General Meeting
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$” and “HK cent(s)”	Hong Kong dollars and cent(s) respectively, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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### **China AU Group Holdings Limited** **中國金豐集團控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8176)**

*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

24 January 2013

*To the Shareholders*

Dear Sir or Madam,

**(I) GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES;  
(II) RE-ELECTION OF DIRECTORS;  
AND  
(III) PROPOSED APPOINTMENT OF AUDITORS**

#### **INTRODUCTION**

The purposes of this circular are to provide you with the information with regard to the resolutions to be proposed at the Annual General Meeting relating to the granting to the Directors the Share Issue Mandate and the Repurchase Mandate, the granting of the extension of the Share Issue Mandate, the re-election of Directors and the appointment of auditors, and to give you notice of the Annual General Meeting.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on Thursday, 16 December 2010, the general mandates were granted to the Directors authorising them, inter alia, (a) to exercise the power of the Company to allot and issue Shares not exceeding 20% of the issued share capital as at 16 December 2010; (b) to exercise the power of the Company to repurchase Shares not exceeding 10% of the issued share capital as at 16 December 2010; and (c) to extend the general mandate to issue Shares by the number of Shares purchased under the repurchase mandate mentioned in (b) above. Such general mandates have expired at the conclusion of the annual general meeting of the Company held on Friday, 27 July 2012.

At the Annual General Meeting, separate ordinary resolution will be proposed to seek the approval of the Shareholders to grant to the Directors general mandates authorising them, inter alia, (a) to exercise the power of the Company to allot, issue and otherwise deal with the Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of such resolution; (b) to exercise the power of the Company to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of passing of such resolution; and (c) to extend the general mandate to issue Shares by the number of Shares purchased under the Repurchase Mandate. The Share Issue Mandate and the Repurchase Mandate will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Share Issue Mandate and Repurchase Mandate by ordinary resolutions of the Shareholders in general meeting.

Assuming that no further Shares are issued or repurchased after the Latest Practicable Date, and before the date of the Annual General Meeting, there will be 1,312,200,000 Shares in issue, and exercise in full of the Share Issue Mandate will result in a maximum of 262,440,000 Shares being issued by the Company under the Share Issue Mandate, representing 20% of the existing issued share capital of the Company.

The Directors believe that it is in the interests of the Company and the Shareholders as a whole if the Share Issue Mandate and Repurchase Mandate will be granted at the Annual General Meeting. The Repurchase Mandate provides Directors with flexibility to make such repurchase as and when appropriate. However, the Directors currently have no intention to repurchase any Shares.

### RE-ELECTION OF DIRECTORS

Pursuant to Article 84(1), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.

In accordance with Article 84(1), each of Mr. Wang Shangzhong and Mr. Du Juanhong shall retire from office by rotation at the Annual General Meeting, being eligible, each of Mr. Wang Shangzhong and Mr. Du Juanhong will offer himself for re-election as an executive Director and a non-executive Director respectively at the Annual General Meeting.

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## LETTER FROM THE BOARD

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In accordance with Article 83(3), any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting 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. As such, each of Mr. Tse Joseph and Mr. Lee Chan Wah shall retire from his office as Director, being eligible, each of Mr. Tse Joseph and Mr. Lee Chan Wah will offer himself for re-election as an independent non-executive Director and an executive Director respectively at the Annual General Meeting.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. Wang Shangzhong and Mr. Lee Chan Wah as executive Directors, Mr. Du Juanhong as a non-executive Director and Mr. Tse Joseph as an independent non-executive Director.

Particulars relating to Mr. Wang Shangzhong, Mr. Du Juanhong, Mr. Lee Chan Wah and Mr. Tse Joseph are set out in Appendix II to this circular.

### **PROPOSED APPOINTMENT OF AUDITORS**

HLB Hodgson Impey Cheng, the current auditors of the Company whose term of office will expire upon the conclusion of the Annual General Meeting, has informed the Company that the practice of HLB Hodgson Impey Cheng was reorganised as HLB Hodgson Impey Cheng Limited in March 2012.

The Board considers that it would be in the interests of the Company and the Shareholders as a whole if the auditors can continue to serve the Company under the new name of HLB Hodgson Impey Cheng Limited. The Board has resolved to appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company upon the retirement of HLB Hodgson Impey Cheng, which would hold office until the conclusion of the next annual general meeting of the Company, subject to the approval of the Shareholders at the Annual General Meeting.

HLB Hodgson Impey Cheng has confirmed that there are no matters in connection with its retirement that need to be brought to the attention of the Shareholders. The Board also confirmed that there are no circumstances in respect of the proposed appointment of auditors that need to be brought to the attention of the Shareholders.

### **EXPLANATORY STATEMENT**

An explanatory statement containing all the relevant information relating to the Repurchase Mandate is set out in the Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution numbered 5 to grant to the Directors the Repurchase Mandate at the Annual General Meeting.

### **ANNUAL GENERAL MEETING**

At the Annual General Meeting, the ordinary resolutions will be proposed to approve the Share Issue Mandate, the Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of Directors and the appointment of auditors. The notice of the Annual General Meeting is set out on pages 14 to 18 of this



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## LETTER FROM THE BOARD

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circular. The voting in respect of the approval of all the resolutions contained in the notice of the Annual General Meeting will be conducted by way of poll. An announcement of the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the GEM Listing Rules.

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 Annual General Meeting. The Board confirms that to the best of their knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, there was no voting trust or other agreement or other arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his shares to a third party, either generally or on a case-by-case basis.

### **ACTION TO BE TAKEN**

A proxy form for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend at the Annual General Meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions 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 later than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

### **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.

### **RECOMMENDATION**

The Directors believe that (i) the grant of the Share Issue Mandate to the Directors; (ii) the grant of the Repurchase Mandate to the Directors; (iii) the grant of the extension of the Share Issue Mandate to the Directors; (iv) the re-election of Directors; and (v) the appointment of auditors, are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the resolutions to be proposed at the Annual General Meeting as set out in the notice of the Annual General Meeting containing in this circular.

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## LETTER FROM THE BOARD

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### FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

### 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*

*The following is an explanatory statement required to be sent to all the Shareholders under the GEM Listing Rules in connection with a resolution to be proposed at the Annual General Meeting approving the Repurchase Mandate.*

*This explanatory statement contains all the information required under rules 13.08 and 13.09 of the GEM Listing Rules which are set out as follows:*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,312,200,000 Shares of HK\$0.10 each.

If the resolution numbered 5 authorising the Directors to repurchase its own Shares is passed at the Annual General Meeting, and assuming that no new Shares are issued prior to the date of passing the said resolution, based on the 1,312,200,000 Shares in issue as at the Latest Practicable Date, up to 131,220,000 Shares, representing 10% of the existing issued share capital of the Company may be repurchased by the Company, during the period from the date of passing the resolution numbered 5 and ending on the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or applicable laws of the Cayman Islands; and (iii) the date upon which the resolution numbered 5 is revoked or varied by Shareholders in general meeting.

## **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interest of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market at any appropriate time. Such repurchase may, depending on market conditions and funding arrangements at that time, lead to enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASES**

The Company may not repurchase its Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the GEM Listing Rules from time to time. Repurchases must be made out of funds legally available for the purpose in accordance with the memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands and Hong Kong and the GEM Listing Rules. The Companies Laws of the Cayman Islands (the “**Laws**”) provide that a share repurchase by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or, if so authorised by the Articles of Association and subject to the provisions of the Laws, out of capital. Any premium payable on a repurchase over the par value of the Shares repurchased or conditionally or unconditionally to be purchased must be provided for out of profits of the Company or out of the Company’s share premium account or if so authorised by the Articles of Association and subject to the provisions of the Laws, out of capital.

**4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position as disclosed in the most recent published audited financial statements for the year ended 30 June 2012 and taking into account the current working capital position of the Company) in the event that the proposed repurchase of Shares was to be carried out in full at any time during the proposed repurchase period. However, the Directors expect to exercise such mandate if and to such extent only as they are satisfied that the exercise thereof will not have such a material adverse impact.

**5. SHARE PRICES**

Trading in the Shares has been suspended since 30 September 2011 and there was no trading in the Shares in the previous twelve months before the Latest Practicable Date.

**6. GENERAL**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the memorandum and Articles of Association of the Company, the GEM Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates have any present intention to sell any Shares under the Repurchase Mandate if such is approved by the Shareholders.

As at the Latest Practicable Date, no connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed minimum percentage as required under the GEM Listing Rules.

**7. HONG KONG CODE ON TAKEOVERS AND MERGERS**

If, as the result of the repurchase of the Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, could, depending on the level of increase of shareholding interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rules 26 and 32 of the Takeovers Code. Save as aforesaid herein, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, the register of substantial Shareholders required to be maintained under section 336 of the SFO showed that, the following Shareholders had an interest of 5% or more in the issued share capital of the Company:

### Substantial Shareholders

Name	Number of Shares	Approximate percentage to the issued share capital of the Company (Note 3)	Approximate percentage to the issued share capital of the Company on full exercise of Repurchase Mandate
Mr. Wang Xiaofei (Note 1)	230,400,000	17.56%	19.51%
Mr. Du Juanhong (Note 1)	106,580,000 (Note 2)	8.12%	9.02%
Hong Kong Wintek International Co., Limited (“Wintek”)	106,580,000 (Note 2)	8.12%	9.02%

#### Notes:

- Each of Mr. Wang Xiaofei and Mr. Du Juanhong is a Director.
- The entire shareholding is wholly-owned by Mr. Du Juanhong. Under the SFO, Mr. Du Juanhong is deemed to be interested in 106,580,000 Shares through Wintek as his controlled corporation.
- The percentage is calculated on the basis of 1,312,200,000 Shares in issue as at the Latest Practicable Date.

Save as disclosed above, the Company has not been notified of any other interests representing 5% or more or any short positions in the issued share capital of the Company as at the Latest Practicable Date.

In the event that the Directors shall exercise in full the power to repurchase Shares in accordance with the terms of the resolution numbered 5 to be proposed at the Annual General Meeting, the total interests of the above substantial Shareholders would be increased to approximately the respective percentages shown in the last column above, which will not give rise to an obligation to make a mandatory offer under rule 26 of the Takeovers Code. In fact, the Directors do not have the intention to exercise the power to repurchase Shares to an extent which would makes any of the substantial Shareholders to be obliged to make a mandatory offer under rule 26 of the Takeovers Code in this respect.

### 8. SHARE REPURCHASE MADE BY THE COMPANY

No purchase of Shares have been made by the Company in the previous six months immediately preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

*Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out below:*

**(1) MR. WANG SHANGZHONG (“Mr. Wang”)**

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

Mr. Wang did not enter into any written service agreement nor has any specified length or proposed length of service with the Company in respect of his appointment. He is subject to retirement and re-election at the Annual General Meeting and will be eligible for re-election at that meeting in accordance with the Articles of Association and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules (the “**CG Code and Report**”). Mr. Wang is entitled to an emolument of HK\$10,000 per month which was determined by the Board with reference to market conditions and his performance, qualification and experience.

Save as disclosed above, Mr. Wang does not hold (i) any other position in the Group; (ii) any other directorship in listed companies in Hong Kong or overseas in the last three years; and (iii) other major appointments and professional qualifications.

Mr. Wang does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). He is not connected with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the GEM Listing Rules).

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

**(2) MR. DU JUANHONG (“Mr. Du”)**

Mr. Du, aged 35, joined the Company as chairman of the Board (the “**Chairman**”) and non-executive Director on 5 March 2012. He resigned as the Chairman on 16 August 2012 but remains as non-executive Director. Mr. Du has over 10 years of experience in sales and marketing. He holds a Bachelor Degree in Engineering from Xi’an Jiaotong University and a Master Degree in Public Administration from Fudan University. Mr. Du is currently the chairman of 上海里力電子有限公司 (Shanghai Lili Electronics Company Limited, being its unofficial English translation).

A letter of appointment has been entered into between Mr. Du and the Company which is for a term of two years. He is subject to retirement and re-election at the Annual General Meeting and will be eligible for re-election at that meeting in accordance with the Articles of Association and the CG

Code and Report. Mr. Du is entitled to an emolument of HK\$10,000 per month which was determined by the Board with reference to his duties and level of responsibilities with the Company, the Company's performance and the prevailing market situation and such amount will be subject to review annually by the Board.

Save as disclosed above, Mr. Du does not hold (i) any other position in the Group; (ii) any other directorship in listed companies in Hong Kong or overseas in the last three years; and (iii) other major appointments and professional qualifications.

As at the Latest Practicable Date, 106,580,000 Shares, representing approximately 8.12% of the issued share capital of the Company, were held by Wintek which is a company beneficially and wholly-owned by Mr. Du. By virtue of the SFO, Mr. Du is deemed to be interested in the Shares held by Wintek. Other than disclosed above, he does not have or is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associate corporations (within the meaning of Part XV of the SFO). Mr. Du is not connected with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the GEM Listing Rules).

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

**(3) MR. LEE CHAN WAH ("Mr. Lee")**

Mr. Lee, aged 44, was firstly appointed as the company secretary on 13 February 2012, then appointed as alternate Director to Mr. Wang Xiaofei, an executive Director, on 5 March 2012 and further appointed as executive Director on 16 August 2012. He is presently the financial controller, the authorised representative and directors of various subsidiaries of the Company. Mr. Lee has over 20 years of experience in the field of auditing, accounting and finance. He holds a Bachelor of Business Administration Degree from the Hong Kong Baptist University. Mr. Lee is a member of the Hong Kong Institute of Certified Public Accountants and a member of the Association of Chartered Certified Accountants. For the period from 10 March 2009 to 1 March 2010, Mr. Lee was an independent non-executive director of Dore Holdings Limited (stock code: 628), a company listed on the Main Board of the Stock Exchange.

A letter of appointment has been entered into between Mr. Lee and the Company which is for a term of two years. He will hold office until the Annual General Meeting after his appointment and will be eligible for re-election at that meeting in accordance with the Articles of Association and the CG Code and Report. Mr. Lee is not entitled to receive remuneration in respect of his directorship.

Save as disclosed above, Mr. Lee does not hold (i) any other position in the Group; (ii) any other directorship in listed companies in Hong Kong or overseas in the last three years; and (iii) other major appointments and professional qualifications.

Mr. Lee does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). He is not connected with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the GEM Listing Rules).

Save as disclosed above, there are no other matters relating to Mr. Lee that need to be brought to the attention of the Shareholders nor any information is required to be disclosed pursuant to any requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**(4) MR. TSE JOSEPH (“Mr. Tse”)**

Mr. Tse, aged 37, joined the Company as independent non-executive Director on 16 August 2012. He is also a member of each of the audit committee, the remuneration committee and the special investigation committee of the Company. Mr. Tse has extensive experiences in finance and accounting. He holds a Bachelor of Commerce-Accounting Degree from the University of New South Wales and a Master Degree in Financial Management from the University of London. Mr. Tse has worked in several banks such as The Bank of East Asia, Limited and The Hongkong and Shanghai Banking Corporation Limited.

A letter of appointment has been entered into between Mr. Tse and the Company which is for a term of two years. He will hold office until the forthcoming first general meeting of the Company after his appointment and will be eligible for re-election at that meeting in accordance with the Articles and the CG Code and Report. As such, Mr. Tse shall retire at the Annual General Meeting and will be eligible for re-election at that meeting. He is entitled to an emolument of HK\$10,000 per month which was determined with reference to his duties and responsibilities with the Company, the Company’s performance, prevailing market conditions and the market emoluments for directors of other listed companies.

Save as disclosed above, Mr. Tse does not hold (i) any other position in the Group; (ii) any other directorship in listed companies in Hong Kong or overseas in the last three years; and (iii) other major appointments and professional qualifications.

Mr. Tse does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). He is not connected with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the GEM Listing Rules).

Save as disclosed above, there are no other matters relating to Mr. Tse that need to be brought to the attention of the Shareholders nor any information is required to be disclosed pursuant to any requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.



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## NOTICE OF ANNUAL GENERAL MEETING

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### China AU Group Holdings Limited 中國金豐集團控股有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8176)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) 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 4:00 p.m. to transact the following ordinary businesses:

1. to approve and receive the audited consolidated financial statements of the Company (together with its subsidiaries, the “**Group**”), the report of the directors of the Company (the “**Directors**”) and the report of the auditors of the Company for the year ended 30 June 2012;
2.
  - (a) to re-elect Mr. Wang Shangzhong as an executive Director;
  - (b) to re-elect Mr. Lee Chan Wah as an executive Director;
  - (c) to re-elect Mr. Du Juanhong as a non-executive Director;
  - (d) to re-elect Mr. Tse Joseph as an independent non-executive Director; and
  - (e) to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration,
3. to appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration,

and, as special business, to consider and, if thought fit, pass each of the following resolutions, with or without modification, as ordinary resolutions:

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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### ORDINARY RESOLUTIONS

#### Grant of general mandate to issue shares

4. “THAT

- (a) subject to paragraph (c) below the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (where pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the grant or exercise of any option under the share option schemes of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the memorandum and articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed the aggregate of:
  - (i) 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution; and
  - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company, the Companies Laws of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their then holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

### **Grant of general mandate to repurchase shares**

#### **5. “THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase its shares on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited or any other stock exchange outside Hong Kong on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, The Stock Exchange of Hong Kong Limited, the memorandum and articles of association of the Company, the Companies Laws of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company, the Companies Law of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

### **Extension of Resolution 4 to number of shares repurchased in Resolution 5**

6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the unconditional general mandate granted to the Directors pursuant to resolution numbered 4 above be and is hereby extended by the addition to the aggregate nominal amount of the shares of HK\$0.10 each in the capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with the authority granted pursuant to resolution numbered 5 above.”

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 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

*Independent non-executive Directors:*

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

*Non-executive Director:*

Mr. Du Juanhong

*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

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy(ies) to attend and vote at the AGM on his/her behalf in accordance with the articles of association of the Company. A proxy needs not be a shareholder of the Company.
2. To be valid, a proxy form and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of shareholders of the Company in respect of the joint holding.