

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



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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8176)

**PROPOSED ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

In order to modernise and update as well as to bring the Existing Memorandum and Articles in line with the amendments to the GEM Listing Rules and the Code, the Board proposes to seek approval from the Shareholders by way of special resolutions for the adoption of the Amended and Restated Memorandum and Articles in place of the Existing Memorandum and Articles at the EGM.

A circular containing further information in respect of the proposed adoption of the Amended and Restated Memorandum and Articles and a notice of EGM will be despatched to the Shareholders as soon as practicable.

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has amended the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”) and the Code on Corporate Governance Practices (the “**Code**”), Appendix 15 to the GEM Listing Rules. The amendments to the GEM Listing Rules and the Code came into effect on 1 January 2012 or will come into effect on 1 April 2012.

The existing memorandum and articles of association (the “**Existing Memorandum and Articles**”) of China AU Group Holdings Limited (the “**Company**”) was first adopted in 2001 with the latest amendments made in 2004. In order to modernise and update as well as to bring the Existing Memorandum and Articles in line with the amendments to the GEM Listing Rules and the Code, the board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to seek approval from the shareholders of the Company (the “**Shareholders**”) by way of special resolutions for the adoption

* *For identification purpose only*

of the amended and restated Memorandum and Articles (the “**Amended and Restated Memorandum and Articles**”) in place of the Existing Memorandum and Articles at the extraordinary general meeting (“**EGM**”) of the Company.

A circular containing further information in respect of the proposed adoption of the Amended and Restated Memorandum and Articles and a notice of EGM will be despatched to the Shareholders as soon as practicable.

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

Hong Kong, 20 March 2012

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Yu Shu Kuen, Mr. Wang Xiao Fei (with Mr. Lee Chan Wah as alternate), Mr. Wang Shang Zhong and Mr. Ji He Qun; one non-executive Director, namely Mr. Du Juan Hong; and four independent non-executive Directors, namely Mr. Leung Yiu Cho, Mr. Cheng Hai, Mr. Tam B Ray, Billy and Mr. Chu Kin Wang, Peleus.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the website of the Company at www.bluspa.com.