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

(formerly known as BLU SPA HOLDINGS LIMITED富麗花 • 譜控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8176)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "EGM") of the shareholders of China AU Group Holdings Limited (the "Company") will be held at the Dragon Room, The Hong Kong Bankers Club at 43rd Floor, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong at 9:00 a.m. on 14 April 2010 for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. "**THAT** the increase in the authorised capital of the Company from HK$100,000,000 divided into 1,000,000,000 shares of HK$0.10 each (the "**Shares**") to HK$500,000,000 divided into 5,000,000,000 Shares by creation of 4,000,000,000 new Shares (the "**Increase in Authorised Share Capital**") be and is hereby approved, and any one of directors of the Company (the "**Directors**" and each a "**Director**") be and is hereby authorised to (i) execute and deliver all such documents; and (ii) do all such other acts and things as he/she may, in his/her absolute discretion, consider necessary, desirable or expedient to give effect, implement and complete the Increase in Authorised Share Capital and any the transaction contemplated thereunder."

2. "**THAT**, subject to the passing of the resolution no. 1 above,

   (a) the creation by the Company of the three-year zero coupon convertible bonds due 2013 in an aggregate principal amount of up to HK$114,000,000 (the "**Bonds**") convertible into new Shares at an initial conversion price of HK$0.19 per Share (subject to adjustment in accordance with the terms and conditions of the Bonds) (the "**Conversion Shares**"), the

* *For identification purpose only*

principal terms and conditions of which are set out in the instrument of the Bonds (a copy of which has been tabled at the meeting and marked "**A**" and initialed by the chairman of the meeting for the purpose of identification, the "**Bonds Instrument**") be and is hereby approved, and any Director be and is hereby authorised to (i) execute and deliver the Bonds Instrument; (ii) execute and deliver all such other documents and do all such other acts and things as he/she may, in his/her absolute discretion, consider necessary, desirable or expedient to give effect, implement and complete the creation of the Bonds and any transaction contemplated thereunder; and (iii) exercise all powers under the Bonds Instrument, including without limitation, the issue and allotment of the Conversion Shares and the redemption of any Bonds pursuant to the terms and conditions thereunder;

(b) the conditional placing agreement (the "**Placing Agreement**") dated 8 March 2010 between the Company and Yardley Securities Limited (the "**Placing Agent**") in relation to the placing of the Bonds through the Placing Agent, on a best efforts basis, to placee(s) of an aggregate principal amount of up to HK$114,000,000 (a copy of which has been produced to the meeting marked "**B**" and initialed by the Chairman of the meeting for identification purpose) be and is hereby approved, ratified and confirmed, and any Director be and is hereby authorised to (i) issue the Bonds pursuant to the Placing Agreement; (ii) execute and deliver all such other documents and do all such other acts and things as he/she may, in his/her absolute discretion, consider necessary, desirable or expedient to give effect, implement and complete the Placing Agreement and any transaction contemplated thereunder; and

(c) the Directors be and are hereby grant a specific mandate to (i) allot, issue and deal with any of the Conversion Shares which may fall to be issued and allotted upon the exercise of the conversion rights attached to the Bonds; and (ii) execute and deliver all such other documents and do all such other acts and things as he/she may, in his/her absolute discretion, consider necessary, desirable or expedient to give effect, implement and complete the issued and allotment of the Conversion Shares and any transaction contemplated thereunder."

By order of the Board
China AU Group Holdings Limited
Cheung Tsun Hin, Samson
Chairman

Hong Kong, 25 March 2010

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

Principal place of business in Hong Kong:
23/F, Euro Trade Centre
21-23 Des Voeux Road Central
Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM by the above notice is entitled to appoint one or more proxies to attend and vote instead of such member. A proxy need not be a member of the Company.

2. A form of proxy in respect of the EGM is enclosed herewith. Whether or not you intend to attend the EGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon.

3. In order to be valid, the form of proxy when duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of authority must be delivered to the Company's Shares registrar in Hong Kong, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

4. Where there are joint registered holders of any shares of the Company ("Shares"), any one of such holders may vote at the EGM, either personally or by proxy in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any Share stands shall for this purpose be deemed joint holders thereof.

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Cheung Tsun Hin, Samson, Ms. Chan Choi Har, Ivy and Mr. Ji He Qun, one non-executive Director, namely Mr. Chan Shun Kuen, Eric, and three independent non-executive Directors, namely Mr. Chan Sze Hon, Mr. Lam Wai Pong and Mr. Yeung Mario Bercasio.

This announcement, for which 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 of the Stock Exchange of Hong Kong Limited 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: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the "Latest Company Announcement" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting.