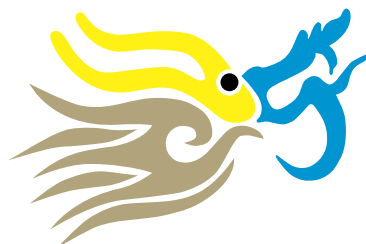


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眾彩科技股份有限公司*
CHINA VANGUARD GROUP LTD.
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8156)

DISCLOSEABLE TRANSACTION IN RELATION TO DISPOSAL OF THE EXISTING SHARES IN APTUS HOLDINGS LIMITED

The Board announces that on the date of this announcement, Precise Result, an indirect wholly-owned subsidiary of the Company, disposed 1,300,000 shares in Aptus on the open market of the Stock Exchange for a total consideration of approximately HK\$331,500 (equivalent to an average price of HK\$0.255 per Disposal Share) (excluding stamp duties and related expenses).

The consideration for the Disposal Shares was based on the prevailing market prices of the Aptus Shares at the relevant time on the date of this announcement.

On 14 December 2009, Precise Result entered into the First Placing Agreement with an independent placing agent to place, on a best effort basis, up to 120,000,000 Aptus Shares to independent placees at the price of HK\$0.25 per Aptus Share. The First Placing did not constitute a notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules. The First Placing was completed on 16 December 2009.

On 19 February 2010, Precise Result entered into the Second Placing Agreement with another independent placing agent to place, on a best efforts basis, up to 140,000,000 Aptus Shares to independent placees at the price of HK\$0.28 per Aptus Share. The Second Placing Agreement was completed on 25 February 2010.

As the applicable ratios for the Disposal together with the First Placing and the Second Placing are more than 5% but less than 25%, the Disposal, the Second Placing and the First Placing in aggregate constitute a discloseable transaction of the Company pursuant to Rule 19.06 of the GEM Listing Rules.

On completion of the Disposal, the Company will continue to hold indirectly 710,446,428 Aptus Shares representing approximately 34.43% of the entire issued share capital of Aptus as at the date of this announcement and Aptus will still be considered as an indirect non-wholly owned subsidiary of the Company as the Company still has control of the board of directors of Aptus. Upon the Company losing its control to govern the financial and operating policies of Aptus (due to the fact that the Company cannot maintain majority board seats in Aptus), Aptus will cease to be an indirect non wholly-owned subsidiary of the Company.

THE DISPOSAL

On the date of this announcement, Precise Result, an indirect wholly-owned subsidiary of the Company, disposed of the Disposal Shares on the open market of the Stock Exchange at an average price of approximately HK\$0.255 per Disposal Share (excluding stamp duty and related expenses). The Disposal Shares represented approximately 0.06% of the entire issued share capital of Aptus as at the date of this announcement. The total cash consideration for the Disposal was approximately HK\$331,500 (excluding stamp duty and related expenses).

The consideration for the Disposal Shares was based on the prevailing market prices of the Aptus Shares at the relevant time on the date of this announcement.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the purchasers of the Disposal Shares and their ultimate beneficial owners are third parties independent of the Company and its connected persons.

The net loss attributable to the Disposal Shares were (i) approximately HK\$40,000 (before taxation and extraordinary items) and approximately HK\$40,000 (after taxation and extraordinary items) for the financial year ended 30 June 2008 based on the audited consolidated accounts of the Group for the year ended 30 June 2008 and (ii) approximately HK\$31,000 (before taxation and extraordinary items) and approximately HK\$31,000 (after taxation and extraordinary items) for the financial year ended 30 June 2009 based on the audited consolidated accounts of the Group for the year ended 30 June 2009. As Aptus' accounts are fully consolidated into the accounts of the Group, these calculations are for information only.

INFORMATION ON THE GROUP

The Group is principally engaged in (1) development and operation of technology platforms for intellectual property (“IP”) protection, collection of copyright (royalty/license) fees on behalf of IP owners and the provision of value-added services in the entertainment sector in the PRC; (2) lottery-related businesses in the PRC; (3) distribution of natural supplementary products and food related and other operations; and (4) trading business.

INFORMATION ON THE APTUS GROUP

Aptus' principal activity is the trading and distribution of edible oil and mineral materials via its non-listed Singapore subsidiary. While expanding the existing trading business, Aptus has been exploring new business opportunities to enhance business growth. On 19 March 2010, the Aptus Group entered into a supplemental agreement to amend certain terms and conditions of the sale and purchase agreement dated 20 November 2009 in relation to the acquisition of the entire issued share capital of Casdon Management Limited. For further details, please refer to the joint announcements issued by Aptus and the Company on 19 March 2010 and 1 December 2009 respectively.

FINANCIAL INFORMATION OF APTUS

As disclosed in the interim report of Aptus for the six months ended 31 December 2009, the unaudited consolidated net assets of Aptus Group as at 31 December 2009 was approximately HK\$128,895,000.

As disclosed in the annual report of Aptus for the year ended 30 June 2009, the audited consolidated net liabilities of Aptus Group as at 30 June 2009 was approximately HK\$86,729,000.

As disclosed in the annual report of Aptus for the year ended 30 June 2009, set out below is the audited net loss before and after tax of the Aptus Group from continuing operations for the two financial years ended 30 June 2008 and 2009; and, as disclosed in the interim report of Aptus for the six months ended 31 December 2009, set out below is the unaudited net loss before and after tax of the Aptus Group from continuing operations for the six months ended 31 December 2009:

	For the six months ended 31 December 2009	For the year ended 30 June	
	<i>HK\$'000</i>	2009	2008
		<i>HK\$'000</i>	<i>HK\$'000</i>
Loss before tax	33,431	41,835	53,048
Loss after tax	33,431	41,835	53,051

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Disposal would raise gross proceeds of approximately HK\$331,500, enabling the Group to reduce its debt and interest charges and bolster its working capital thereby strengthening the Group's overall financial position.

Based on the above, the Directors (including the independent non-executive Directors) believe that the Disposal is fair and reasonable and in the interest of the Group and the Shareholders as a whole.

FINANCIAL EFFECT OF THE DISPOSAL

Based on the average price of HK\$0.255 per Disposal Share, the gross proceeds from the Disposal will be approximately HK\$331,500 (excluding stamp duty and related expenses). The Directors expect that the net proceeds from the Disposal will be used to retire debt and as general working capital of the Group.

The book value of the Disposal Shares is approximately HK\$26,520 as at 30 March 2010. The Disposal will have the effect of increasing the asset value of the Group by the amount of approximately HK\$227,000, being the net proceeds less the book value of the Disposal Shares and share of the net asset value of Aptus and will report an expected gain of approximately HK\$227,000 based on the net asset value of Aptus of approximately HK\$128,895,000 as at 31 December 2009. On completion of the Disposal, the Company will continue to hold indirectly 710,446,428 Aptus Shares representing approximately 34.43% of the entire issued share capital of Aptus as at the date of this announcement and Aptus will still be considered as an indirect non-wholly owned subsidiary of the Company as the Company still has control of the board of directors of Aptus. Upon the Company losing its control to govern the financial and operating policies of Aptus (due to the fact that the Company cannot maintain majority board seats in Aptus), Aptus will cease to be an indirect non wholly-owned subsidiary of the Company.

GENERAL

As set out in the December Announcement, on 14 December 2009, Precise Result entered into the First Placing Agreement with an independent placing agent to place, on a best effort basis, up to 120,000,000 Aptus Shares of Precise Result to independent placees at the price of HK\$0.25 per Aptus Share. The total gross proceeds for the First Placing amounted to approximately HK\$30,000,000. The First Placing did not constitute a notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules. The First Placing was completed on 16 December 2009.

As set out in the February Announcement, on 19 February 2010, Precise Result entered into the Second Placing Agreement with another independent placing agent to place, on a best efforts basis, up to 140,000,000 Aptus Shares to independent placees at the price of HK\$0.28 per Aptus Share. The Second Placing Agreement was completed on 25 February 2010.

As the applicable ratios for the Disposal together with the First Placing and the Second Placing are more than 5% but less than 25%, the Disposal, Second Placing and the First Placing in aggregate constitute a discloseable transaction of the Company pursuant to Rule 19.06 of the GEM Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meaning:

“Aptus”	Aptus Holdings Limited (問博控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM
“Aptus Group”	Aptus and its subsidiaries
“Aptus Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of Aptus
“Board”	the board of Directors
“Company”	China Vanguard Group Limited (眾彩科技股份有限公司*), an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM
“connected persons”	has the meaning as defined in the GEM Listing Rules
“December Announcement”	announcement of the Company dated 16 December 2009
“Directors”	directors of the Company
“Disposal”	the disposal of the Disposal Shares by Precise Result in the open market of the Stock Exchange on 30 March 2010
“Disposal Shares”	an aggregate of 1,300,000 Aptus Shares owned by Precise Result
“February Announcement”	announcement of the Company dated 19 February 2010
“First Placing”	the placing of up to 120,000,000 Aptus Shares by Precise Result to independent placees at a price of HK\$0.25 per Aptus Share pursuant to a placing agreement dated 14 December 2009 between Precise Result and an independent placing agent

“First Placing Agreement”	the placing agreement in relation to the First Placing dated 14 December 2009 entered into between Precise Result and the placing agent
“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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China (excluding Taiwan, Hong Kong and Macau Special Administrative Region for the purpose of this announcement)
“Precise Result”	Precise Result Profits Limited (a company incorporated in British Virgin Islands), a wholly-owned subsidiary of China Success Enterprises Limited and an indirect wholly-owned subsidiary of the Company
“Second Placing”	the placing of up to 140,000,000 Aptus Shares by Precise Result to independent placees at a price of HK\$0.28 per Aptus Share pursuant to the Second Placing Agreement
“Second Placing Agreement”	the placing agreement in relation to the Second Placing dated 19 February 2010 entered into between Precise Result and the placing agent
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
China Vanguard Group Limited
 眾彩科技股份有限公司*
CHAN Siu Sarah
Director

Hong Kong, 30 March 2010

As at the date of this announcement, the board of directors of the Company comprises five executive directors, being Madam Cheung Kwai Lan, Mr. Chan Tung Mei, Mr. Chan Ting, Ms. Chan Siu Sarah and Mr. Lau Hin Kun; and three independent non-executive directors, being Mr. Tian He Nian, Mr. Zhang Xiu Fu and Mr. To Yan Ming Edmond.

This announcement, for which the directors of the Company 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 of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) 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 Announcements” page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of its posting and on the website of the Company at www.cvg.com.hk.

** for identification purposes only*