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中國富佑集團有限公司
China For You Group Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 572)

**SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO
PLACING OF NON-LISTED WARRANTS**

Placing Agent



天順證券投資有限公司
SKYWAY SECURITIES INVESTMENT LIMITED

THE SUPPLEMENTAL PLACING AGREEMENT

On 8 June 2015, the Company and the Placing Agent entered into of the Supplemental Placing Agreement, pursuant to which (i) completion of the Warrant Placing Agreement is conditional upon the fulfillment of the following conditions on or before 15 July 2015 (or such later time or date as the Placing Agent and the Company shall agree in writing) and (ii) the Warrant Shares shall be issued under the specific mandate to be sought at the EGM instead of the General Mandate.

A circular containing, among others, details of the Warrant Placing Agreement and a notice of the EGM will be despatched to the Shareholders as soon as practicable in compliance with the Listing Rules.

Shareholders and potential investors should take note that completion of the Warrant Placing is subject to the fulfillment of the conditions precedent set out in the Warrant Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement as disclosed herein). As the Warrant Placing may or may not proceed, Shareholders and potential investors are advised to exercised caution when dealing in the Shares.

Reference is made to the announcement of the Company dated 19 May 2015 (the “**Announcement**”) in relation to, among others, the Warrant Placing. Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Announcement.

SUPPLEMENTAL PLACING AGREEMENT

As disclosed in the Announcement, completion of the Warrant Placing shall be subject to and conditional upon the fulfillment of the conditions by 8 June 2015 or such later date as may be agreed between the Company and the Placing Agent.

In order to allow the Shareholders to have an opportunity to evaluate and vote on the Warrant Placing based on the terms thereof, after arm’s length negotiations, on 8 June 2015, the Company and the Placing Agent entered into of a supplemental placing agreement to the Warrant Placing Agreement (the “**Supplemental Placing Agreement**”), pursuant thereto completion of the Warrant Placing Agreement is conditional upon the fulfillment of the following conditions on or before 15 July 2015 (or such later time or date as the Placing Agent and the Company shall agree in writing):

- (a) (if required) the Stock Exchange shall have approved the issue of the Warrants either unconditionally or subject to conditions to which neither the Company nor the Warrant Placees shall reasonably object and the satisfaction of such conditions;
- (b) the Stock Exchange shall have granted (either unconditionally or subject to conditions to which neither the Company nor the Warrant Placees shall reasonably object) the listing of, and permission to deal in, the Warrant Shares which fall to be allotted and issued upon the exercise of the subscription rights attached to the Warrants;

- (c) all necessary consents and approvals to be obtained on the part of each of the Placing Agent and the Company in respect of the Warrant Placing Agreement and the transactions contemplated thereunder having been obtained; and
- (d) the passing of necessary resolution(s) at an extraordinary general meeting of the Company (the “**EGM**”) to be held and convened by the Shareholders to approve the Warrant Placing Agreement and the transactions contemplated thereunder.

In the event that the above conditions are not fulfilled by 15 July 2015 or such later date as may be agreed between the Company and the Placing Agent, the Warrant Placing Agreement will lapse and become null and void and the parties shall be released from all obligations thereunder, save the liabilities for any antecedent breaches thereof.

For the avoidance of doubts, the Warrant Shares shall be issued under the specific mandate to be sought at the EGM instead of the General Mandate. As such the General Mandate will not be utilized as a result of the Warrant Placing.

Save as disclosed above, all material terms and conditions of the Warrant Placing Agreement remain unchanged.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquires, no Shareholder has a material interest in the Warrant Placing and the transactions contemplated thereunder and no Shareholder will be required to abstain from voting on the relevant resolution(s) to approve the Warrant Placing Agreement at the EGM.

A circular containing, among others, details of the Warrant Placing Agreement and a notice of the EGM will be despatched to the Shareholders as soon as practicable in compliance with the Listing Rules.

Shareholders and potential investors should take note that completion of the Warrant Placing is subject to the fulfillment of the conditions precedent set out in the Warrant Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement as disclosed herein). As the Warrant Placing may or may not proceed, Shareholders and potential investors are advised to exercised caution when dealing in the Shares.

By order of the Board
China For You Group Company Limited
Chen Huaide
Chairman

Hong Kong, 8 June 2015

As of the date of this announcement, the Board comprises (i) five executive Directors, namely Mr. Chen Huaide, Mr. Lau Fai Lawrence, Mr. Siu Yun Fat; Mr. Yang Yang, Mr. Yu Qingrui; and (ii) three independent non-executive Directors, namely Mr. Chan Yee Por, Simon, Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah.