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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)**

**PLACING OF NEW SHARES UNDER GENERAL MANDATE  
AND  
PLACING OF NEW SHARES UNDER SPECIFIC MANDATE**

**Placing Agent**



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

On 22 September 2015 (after trading hours), the Placing Agent and the Company entered into (i) the GM Placing Agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to 700,000,000 GM Placing Shares at the Placing Price of HK\$0.135 per GM Placing Share to not less than six Placees who and whose beneficial owners shall be Independent Third Parties; and (ii) the SM Placing Agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to 900,000,000 SM Placing Shares at the Placing Price of HK\$0.135 per SM Placing Share to not less than six Placees who and whose beneficial owners shall be Independent Third Parties. The GM Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM held on 30 June 2015. The SM Placing Shares will be allotted and issued pursuant to the Specific Mandate to be sought at the EGM. For the avoidance of doubts, the GM Placing Agreement and the SM Placing Agreement are not inter-conditional upon each other.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the GM Placing and the SM Placing, the maximum number of GM Placing Shares under the Placing represent (i) approximately 16.76% of the existing issued share capital of the Company of 4,177,587,998 Shares as at the date of this announcement; (ii) approximately 14.35% of the issued share capital of the Company as enlarged by the allotment and issue of the GM Placing Shares; and (iii) approximately 12.12% of the issued share capital of the Company as enlarged by the allotment and issue of the GM Placing Shares and the SM Placing Shares.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the GM Placing and the SM Placing, the maximum number of SM Placing Shares under the Placing represent (i) approximately 21.54% of the existing issued share capital of the Company of 4,177,587,998 Shares as at the date of this announcement; (ii) approximately 17.72% of the issued share capital of the Company as enlarged by the allotment and issue of the SM Placing Shares; and (iii) approximately 15.58% of the issued share capital of the Company as enlarged by the allotment and issue of the GM Placing Shares and the SM Placing Shares.

The aggregate nominal value of the maximum number of GM Placing Shares under the Placing will be HK\$700,000. The aggregate nominal value of the maximum number of SM Placing Shares under the Placing will be HK\$900,000.

The Placing Price of HK\$0.135 represents a discount of approximately 19.64% to the benchmarked price of the Shares, which is the higher of (i) the closing price of HK\$0.164 as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) the average closing price of HK\$0.168 in the last five trading days prior to the date of the Placing Agreement.

Subject to completion of the Placing, it is expected that the maximum gross proceeds and net proceeds from both the GM Placing and the SM Placing will be approximately HK\$216 million and HK\$208 million respectively. On such basis, the net issue price will be approximately HK\$0.130 per Placing Share. The net proceeds from the Placing are intended to be used (i) as to approximately HK\$130 million for repayment of the promissory notes to be issued pursuant to the terms of the VSA; (ii) as to approximately HK\$30 million for investments in listed securities and property; (iii) as to approximately HK\$30 million for the business development of CWSI; and (iv) as to approximately HK\$18 million for general working capital.

**Since completion of the GM Placing Agreement and completion of the SM Placing Agreement are subject to the fulfillment of the respective conditions precedent as set out in the GM Placing Agreement and the SM Placing Agreement respectively, the GM Placing and/or the SM Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## **(A) PLACING OF NEW SHARES UNDER GENERAL MANDATE**

The Board announces that on 22 September 2015 (after trading hours), the Placing Agent and the Company entered into the GM Placing Agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to 700,000,000 GM Placing Shares at the Placing Price of HK\$0.135 per Placing Share to independent Placees who and whose beneficial owners shall be Independent Third Parties. The principal terms of the Placing Agreement are set out below.

### **THE GM PLACING AGREEMENT**

#### **Date**

22 September 2015 (after trading hours)

#### **Issuer**

The Company

#### **Placing Agent**

Skyway Securities Investment Limited, an Independent Third Party

Pursuant to the terms of the GM Placing Agreement, the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to 700,000,000 GM Placing Shares to independent Placees. The terms of the GM Placing Agreement were arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions. The Directors are of the view that the terms of the GM Placing Agreement are fair and reasonable based on current market conditions.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its associates are Independent Third Parties. As at the date of this announcement, the Placing Agent and its associates were not interested in any Share.

The Placing Agent will charge the Company a placing commission equivalent to 3.5% of the Placing Price in respect of such number of GM Placing Shares successfully placed by the Placing Agent plus any other out-of-pocket charges and expenses by the Placing Agent in relation to the GM Placing.

### **Placees**

The Placing Agent will, on a best effort basis, place the GM Placing Shares to not less than six Placees, who and whose ultimate beneficial owner(s) (if applicable) shall be Independent Third Parties. In the event that there will be less than six Placees, the Company will announce as soon as practicable in accordance with the requirements of the Listing Rules.

### **Number of GM Placing Shares**

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the GM Placing and the SM Placing, the maximum number of GM Placing Shares under the GM Placing represent (i) approximately 16.76% of the existing issued share capital of the Company of 4,177,587,998 Shares as at the date of this announcement; (ii) approximately 14.35% of the issued share capital of the Company as enlarged by the allotment and issue of the GM Placing Shares; and (iii) approximately 12.12% of the issued share capital of the Company as enlarged by the allotment and issue of the GM Placing Shares and the SM Placing Shares.

The aggregate nominal value of the maximum number of GM Placing Shares under the Placing will be HK\$700,000.

## **Ranking of GM Placing Shares**

The GM Placing Shares under the Placing will rank, upon allotment and issue, *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the GM Placing Shares.

## **Placing Price**

The Placing Price of HK\$0.135 represents a discount of approximately 19.64% to the benchmarked price of the Shares, which is the higher of (i) the closing price of HK\$0.164 as quoted on the Stock Exchange on the date of the GM Placing Agreement; and (ii) the average closing price of HK\$0.168 in the last five trading days prior to the date of the GM Placing Agreement.

The Placing Price of the GM Placing was determined with reference to the prevailing market prices of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the terms of the Placing are on normal commercial terms and are fair and reasonable based on the current market conditions. Hence, the Placing is in the interests of the Company and the Shareholders as a whole.

Subject to completion of the GM Placing, it is expected that the maximum gross proceeds and net proceeds (after deducting placing commission and other relevant costs and expenses) from the GM Placing will be approximately HK\$95 million and HK\$91 million respectively. On such basis, the net issue price will be approximately HK\$0.130 per GM Placing Share.

## **General Mandate to allot and issue of the GM Placing Shares**

The GM Placing Shares will be issued under the General Mandate to allot, issue and deal with Shares granted to the Directors by resolution of the Shareholders passed at the AGM subject to the limit up to 20% of the then issued share capital of the Company as at the date of the AGM. Accordingly, the issue of the GM Placing Shares is not subject to the approval of the Shareholders.

Under the General Mandate, the Company is authorized to issue up to 704,317,599 Shares each under the General Mandate. Up to the date of this announcement, no Share has been issued under the General Mandate. The maximum of 700,000,000 GM Placing Shares to be allotted and issued will utilize approximately 99.39% of the General Mandate.

### **Application for listing of GM Placing Shares**

Application will be made by the Company to the Stock Exchange for the grant of the listing of, and permission to deal in, the GM Placing Shares.

### **Condition of the GM Placing Agreement**

Completion of the GM Placing is conditional upon the Stock Exchange granting the listing of, and permission to deal in, the GM Placing Shares to be placed pursuant to the GM Placing Agreement on or before 15 October 2015 (“**GM Long Stop Date**”).

If the above condition is not satisfied on or before the GM Long Stop Date, the obligations of the Placing Agent and of the Company under the GM Placing Agreement shall cease and determine and neither the Placing Agent nor the Company shall have any claim against the other in relation to the GM Placing Agreement (save in respect of (i) any antecedent breaches of any obligation thereunder; and (ii) any liabilities in respect of the representations and warranties made by the Company, undertakings by the Placing Agent, indemnity and reimbursements).

For the avoidance of doubt, the GM Placing is not conditional upon the SM Placing.

### **Completion of the GM Placing**

Completion of the GM Placing shall take place on the fifth Business Day after the fulfillment of the above condition or on such other date as the Company and the Placing Agent may agree in writing.

## **Force majeure**

The Placing Agent reserves its right to terminate the GM Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the date of completion of the GM Placing if, in the reasonable opinion of the Placing Agent, after consultation with the Company:

- (1) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the GM Placing; or
- (2) there is any breach of the warranties, representations and undertakings given by the Company in the GM Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the GM Placing; or
- (3) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the GM Placing or makes it inadvisable or inexpedient for the GM Placing to proceed; or
- (4) any statement contained in this announcement and the previously published announcements by the Company has become or been discovered to be untrue, incorrect or misleading in any material respect which in the opinion of the Placing Agent would be materially adverse in the consummation of the GM Placing; or
- (5) there is any suspension of dealings in the Shares on the Stock Exchange for more than five consecutive Business Days (other than as a result of or in connection with the GM Placing); or
- (6) any event of force majeure (being an event beyond the control of the parties and which is unforeseeable or unavoidable), including but without limiting the generality hereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out, occurs which prevents the performance of the contractual obligations of the parties under the GM Placing Agreement.

Upon termination of the GM Placing Agreement as described above, all liabilities of the parties to the GM Placing Agreement shall cease and determine and no party thereto shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the GM Placing Agreement save in respect of (i) any antecedent breach of any obligation under the GM Placing Agreement; and (ii) any liabilities in respect of the representations and warranties made by the Company, undertakings by the Placing Agent, indemnity and reimbursements.

The Directors are not aware of the occurrence of any of such events as at the date of this announcement.

**Since completion of the GM Placing is subject to the fulfillment of the condition as set out in the GM Placing Agreement, the GM Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## **(B) PLACING OF NEW SHARES UNDER SPECIFIC MANDATE**

The Board announces that on 22 September 2015 (after trading hours), the Placing Agent and the Company entered into the SM Placing Agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to 900,000,000 SM Placing Shares at the Placing Price of HK\$0.135 per Placing Share to independent Placees who and whose beneficial owners shall be Independent Third Parties. The principal terms of the Placing Agreement are set out below.

### **THE SM PLACING AGREEMENT**

#### **Date**

22 September 2015 (after trading hours)

#### **Issuer**

The Company



## **Placing Agent**

Skyway Securities Investment Limited, an Independent Third Party

Pursuant to the terms of the SM Placing Agreement, the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to 900,000,000 SM Placing Shares to independent Placees. The terms of the SM Placing Agreement were arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions. The Directors are of the view that the terms of the SM Placing Agreement are fair and reasonable based on current market conditions.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its associates are Independent Third Parties. As at the date of this announcement, the Placing Agent and its associates were not interested in any Share.

The Placing Agent will charge the Company a placing commission equivalent to 3.5% of the Placing Price in respect of such number of SM Placing Shares successfully placed by the Placing Agent plus any other out-of-pocket charges and expenses by the Placing Agent in relation to the SM Placing.

## **Placees**

The Placing Agent will, on a best effort basis, place the SM Placing Shares to not less than six Placees, who and whose ultimate beneficial owner(s) (if applicable) shall be Independent Third Parties. In the event that there will be less than six Placees, the Company will announce as soon as practicable in accordance with the requirements of the Listing Rules.

## **Number of SM Placing Shares**

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the GM Placing and the SM Placing, the maximum number of SM Placing Shares under the Placing represent (i) approximately 21.54% of the existing issued share capital of the Company of 4,177,587,998 Shares as at the date of this announcement; (ii) approximately 17.72% of the issued share capital of the Company as enlarged by the allotment and issue of the SM Placing Shares; and (iii) approximately 15.58% of the issued share capital of the Company as enlarged by the allotment and issue of the GM Placing Shares and the SM Placing Shares.

The aggregate nominal value of the maximum number of SM Placing Shares under the SM Placing will be HK\$900,000.

## **Ranking of SM Placing Shares**

The SM Placing Shares under the Placing will rank, upon allotment and issue, *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the SM Placing Shares.

## **Placing Price**

The Placing Price of HK\$0.135 represents a discount of approximately 19.64% to the benchmarked price of the Shares, which is the higher of (i) the closing price of HK\$0.164 as quoted on the Stock Exchange on the date of the SM Placing Agreement; and (ii) the average closing price of HK\$0.168 in the last five trading days prior to the date of the SM Placing Agreement.

The Placing Price of the SM Placing was determined with reference to the prevailing market prices of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the terms of the SM Placing are on normal commercial terms and are fair and reasonable based on the current market conditions. Hence, the SM Placing is in the interests of the Company and the Shareholders as a whole.

Subject to completion of the SM Placing, it is expected that the maximum gross proceeds and net proceeds (after deducting placing commission and other relevant costs and expenses) from the SM Placing will be approximately HK\$121 million and HK\$117 million respectively. On such basis, the net issue price will be approximately HK\$0.130 per SM Placing Share.

### **Specific Mandate to allot and issue of the SM Placing Shares**

The SM Placing Shares will be issued under the Specific Mandate to be sought at the EGM.

### **Application for listing of SM Placing Shares**

Application will be made by the Company to the Stock Exchange for the grant of the listing of, and permission to deal in, the SM Placing Shares.

### **Conditions of the SM Placing Agreement**

Completion of the SM Placing is conditional upon

- (a) the Stock Exchange granting the listing of, and permission to deal in, the SM Placing Shares to be placed pursuant to the SM Placing Agreement
- (b) all necessary consents and approvals to be obtained on the part of the Company in respect of the SM Placing Agreement and the transactions contemplated hereunder having been obtained; and
- (c) the passing of necessary resolution(s) at the EGM to be held and convened by the Shareholders to approve the SM Placing Agreement and the transactions contemplated hereunder,

on or before 30 November 2015 (or such later date as the parties thereto may agree) (“**SM Long Stop Date**”).

If any of the above conditions are not satisfied on or before the SM Long Stop Date, the obligations of the Placing Agent and of the Company under the SM Placing Agreement shall cease and determine and neither the Placing Agent nor the Company shall have any claim against the other in relation to the SM Placing Agreement (save in respect of (i) any antecedent breaches of any obligation thereunder; and (ii) any liabilities in respect of the representations and warranties made by the Company, undertakings by the Placing Agent, indemnity and reimbursements).

For the avoidance of doubt, the SM Placing is not conditional upon the GM Placing.

### **Completion of the SM Placing**

Completion of the SM Placing shall take place on the fifth Business Day after the fulfillment of the above conditions or on such other date as the Company and the Placing Agent may agree in writing.

### **Force majeure**

The Placing Agent reserves its right to terminate the SM Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the date of completion of the SM Placing if, in the reasonable opinion of the Placing Agent, after consultation with the Company:

- (1) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the SM Placing; or
- (2) there is any breach of the warranties, representations and undertakings given by the Company in the SM Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the SM Placing; or
- (3) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the SM Placing or makes it inadvisable or inexpedient for the SM Placing to proceed; or

- (4) any statement contained in this announcement and the previously published announcements by the Company has become or been discovered to be untrue, incorrect or misleading in any material respect which in the opinion of the Placing Agent would be materially adverse in the consummation of the SM Placing; or
- (5) there is any suspension of dealings in the Shares on the Stock Exchange for more than five consecutive Business Days (other than as a result of or in connection with the SM Placing); or
- (6) any event of force majeure (being an event beyond the control of the parties and which is unforeseeable or unavoidable), including but without limiting the generality hereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out, occurs which prevents the performance of the contractual obligations of the parties under the SM Placing Agreement.

Upon termination of the SM Placing Agreement as described above, all liabilities of the parties to the SM Placing Agreement shall cease and determine and no party thereto shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the SM Placing Agreement save in respect of (i) any antecedent breach of any obligation under the SM Placing Agreement; and (ii) any liabilities in respect of the representations and warranties made by the Company, undertakings by the Placing Agent, indemnity and reimbursements.

The Directors are not aware of the occurrence of any of such events as at the date of this announcement.

**Since completion of the SM Placing is subject to the fulfillment of the conditions as set out in the SM Placing Agreement, the SM Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## **REASONS FOR THE PLACING AND USE OF PROCEEDS**

The Group is now principally engaged in (a) trading and related services; (b) investment in listed securities and property in Hong Kong; and (c) money lending business in Hong Kong. As disclosed in the previous announcements of the Company, the Board, from time to time reviews the existing business and explores other business opportunities with a view to broaden its income stream which shall be in the best interests of the Company and its shareholders as a whole.

It is expected that the maximum aggregate gross proceeds and net proceeds from the SM Placing and the GM Placing will be approximately HK\$216 million and HK\$208 million respectively. On such basis, the net issue price will be approximately HK\$0.130 per Placing Share. The net proceeds from the Placing are intended to be used (i) as to approximately HK\$130 million for repayment of the promissory notes to be issued pursuant to the terms of the very substantial acquisition as announced on 17 August 2015 (the “VSA”); (ii) as to approximately HK\$30 million for investments in listed securities and property; (iii) as to approximately HK\$30 million for the business development of Central Wealth Securities Investment Limited (“CWSI”), an associate of the Company and a licensed corporation to carry out Type 1 (Dealing in securities) and Type 4 (Advising on securities) regulated activities; and (iv) as to approximately HK\$18 million for general working capital.

The Directors are of the view that the Placing can strengthen the financial position of the Group and provide funding to the Group to meet any future development opportunities and obligations. The Placing also represents good opportunities to broaden the Shareholders’ base and the capital base of the Company.

The Directors (including the independent non-executive Directors) consider that the terms and conditions of the Placing Agreements are fair and reasonable and are on normal commercial terms and the Placing is in the interest of the Company and the Shareholders as a whole.

## EQUITY FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

Save as disclosed below, the Company had not conducted any equity fund raising activity in the past 12 months immediately preceding the date of this announcement.

| Date of announcement                       | Event  | Net proceeds   | Intended use of proceeds   | Actual use of proceeds   |
|--|--|--|--|--|
| 19 May 2015, 8 June 2015 and 4 August 2015 | Placing of 657,000,000 warrants at the issue price of HK\$0.10 each entitling the holders thereof to subscribe for Shares at the exercise price of HK\$0.4 per Share | Approximately HK\$52.4 million upon issue of the warrants and approximately up to HK\$262.8 million upon full exercise of the warrants | <p>The aggregated net proceeds of approximately HK\$52.4 million (with a net issue price of approximately HK\$0.08 per Warrant) will be raised by the Warrant Placing, as to approximately HK\$10 million for the trading business of the Group, as to approximately HK\$10 million for the money lending business of the Group, as to approximately HK\$10 million for investments and as to the balance of approximately HK\$22.4 million for the general working capital of the Group.</p> <p>The net proceeds of up to approximately HK\$262.8 million upon full exercise of the warrants will be used for general working capital and for future business development of the Group.</p> | The placing of warrants have been terminated as announced on 4 August 2015   |
| 26 June 2015 and 17 July 2015              | Placing of up to 656,000,000 new Shares at the price of HK\$0.26 per placing share   | The net proceeds from the placing amount to approximately HK\$165 million  | The net proceeds from the placing amount to approximately HK\$165 million will be used as to (i) approximately HK\$60 million for investment in listed securities and property in Hong Kong; (ii) approximately HK\$45 million for the money lending business of the Group; (iii) approximately HK\$40 million for business development of CWSI; and (iv) the remaining balance of approximately HK\$20 million for the general working capital of the Group to meet any future business development and obligations.  | (i) As to approximately HK\$20 million as deposit for the VSA with approximately balance for settlement part of consideration of the VSA upon completion of the VSA; (ii) approximately HK\$12 million has been utilized for the money lending business with the remaining balance of HK\$33 million will be utilized for the money lending business; (iii) approximately HK\$40 million has not been used and intends for business development of CWSI; and (iv) the remaining balance of approximately HK\$20 million intends for the general working capital of the Group to meet any future business development and obligations and has not been utilised |

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquires, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Placing (subject to completion of the Placing and assuming that there is no other change in the shareholding structure of the Company before the allotment and issue of the Placing Shares under the Placing) are set out below:

| Shareholders                    | As at the date of<br>this announcement |                                   | Immediately upon<br>completion of the GM Placing |                                   | Immediately upon<br>completion of the GM Placing<br>and SM Placing |                                   |
|---------------------------------|--|-----------------------------------|--|-----------------------------------|--|-----------------------------------|
|                                 | <i>Number of<br/>issued shares</i>     | <i>Approximate<br/>Percentage</i> | <i>Number of<br/>issued shares</i>               | <i>Approximate<br/>Percentage</i> | <i>Number of<br/>issued shares</i>                                 | <i>Approximate<br/>Percentage</i> |
| Mr. Chen Huaide ( <i>Note</i> ) | 82,920,000                             | 1.98%                             | 82,920,000                                       | 1.70%                             | 82,920,000   | 1.44%                             |
| <i>Public Shareholders</i>      |  |                                   |  |                                   |  |                                   |
| Places                          | –                                      | –                                 | 700,000,000                                      | 14.35%                            | 1,600,000,000  | 27.69%                            |
| Other Shareholders              | 4,094,667,988                          | 98.02%                            | 4,094,667,988                                    | 83.95%                            | 4,094,667,988  | 70.87%                            |
| Total:                          | <u>4,177,587,988</u>                   | <u>100.00%</u>                    | <u>4,877,587,988</u>                             | <u>100.00%</u>                    | <u>5,777,587,988</u>   | <u>100.00%</u>                    |

*Note:* Mr. Chen Huaide is the Chairman and an executive Director of the Company.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

|              |  |
|--------------|--|
| “AGM”        | the annual general meeting of the Company held on 30 June 2015 |
| “associates” | has the meaning ascribed to this term under the Listing Rules  |
| “Board”      | the board of Directors   |



|                        |  |
|------------------------|--|
| “Business Day(s)”      | any day (not being a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours                   |
| “Company”              | China For You Group Company Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on Main Board of the Stock Exchange |
| “connected person”     | has the meaning ascribed to this term under the Listing Rules  |
| “Director(s)”          | Director(s) of the Company   |
| “EGM”                  | the extraordinary general meeting of the Company to be held and convened to consider and approve the SM Placing and the transactions contemplated thereunder                           |
| “General Mandate”      | the general mandate granted to the Directors at the AGM to allot, issue or deal with up to 20% of the then issued share capital of the Company as at the date of the AGM               |
| “GM Placing”           | the offer by way of private placing of the GM Placing Shares to the Placee(s) on the terms and subject to the conditions set out in the GM Placing Agreement                           |
| “GM Placing Agreement” | the conditional placing agreement entered into between the Company and the Placing Agent dated 22 September 2015 in relation to the Placing under the General Mandate                  |
| “GM Placing Shares”    | an aggregate of up to 700,000,000 new Shares to be placed pursuant to the GM Placing Agreement and each a “GM Placing Share”   |
| “Group”                | the Company and its subsidiaries   |

|                                |  |
|--------------------------------|--|
| “Hong Kong”                    | Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Independent Third Party(ies)” | third party(ies) independent of and not connected with the Company and its connected persons and is not acting in concert (as defined in the Codes on Takeovers and Mergers and Share Buy-backs) with any of the connected persons of the Company or any of their respective associates (as defined under the Listing Rules) |
| “Listing Rules”                | The Rules Governing the Listing of Securities on the Stock Exchange  |
| “Placee(s)”                    | any individuals, corporates, institutional investors or other investors to be procured by or on behalf of the Placing Agent under the GM Placing and/or the SM Placing   |
| “Placing”                      | the GM Placing and the SM Placing  |
| “Placing Agent”                | Skyway Securities Investment Limited, the placing agent and a licensed corporation to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) in Hong Kong                                       |
| “Placing Agreements”           | the GM Placing Agreement and the SM Placing Agreement  |
| “Placing Price”                | HK\$0.135 per Placing Share  |
| “Placing Shares”               | together the GM Placing Shares and the SM Placing Shares   |
| “Share(s)”                     | ordinary share(s) of HK\$0.001 each in the share capital of the Company  |
| “Shareholder(s)”               | holder(s) of the Share(s)  |

|                        |  |
|------------------------|--|
| “SM Placing”           | the offer by way of private placing of the SM Placing Shares to the Placee(s) on the terms and subject to the conditions set out in the SM Placing Agreement                     |
| “SM Placing Agreement” | the conditional placing agreement entered into between the Company and the Placing Agent dated 22 September 2015 in relation to the Placing under the Specific Mandate           |
| “SM Placing Shares”    | an aggregate of up to 900,000,000 new Shares to be placed pursuant to the SM Placing Agreement and each a “SM Placing Share”   |
| “Specific Mandate”     | the specific mandate to be sought at the EGM to approve the issue and allotment of the SM Placing Shares in accordance with the terms and conditions of the SM Placing Agreement |
| “Stock Exchange”       | The Stock Exchange of Hong Kong Limited  |
| “HK\$”                 | Hong Kong dollars, the lawful currency of Hong Kong  |
| “%”                    | per cent.  |

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

Hong Kong, 22 September 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.*