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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)

**FINAL RESULTS ANNOUNCEMENT
FOR THE YEAR ENDED 31 DECEMBER 2014**

The board of directors (the “**Board**”) of China For You Group Company Limited (the “**Company**”) announces the audited consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 December 2014 together with comparative figures for the previous year as follows:

FINANCIAL SUMMARY

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2014

	<i>Notes</i>	2014 <i>HKD'000</i>	2013 <i>HKD'000</i> (Restated)
Continuing operations			
Turnover – gross proceeds	4	<u>124,956</u>	<u>189</u>
Revenue	4	<u>68,821</u>	189
Cost of sales		<u>(45,012)</u>	–
Gross profit		23,809	189
Other revenue	5	13	1,650
Selling and distribution expenses		(520)	–
Administrative expenses		(17,155)	(15,885)
Share-based payments expenses		(4,861)	–
Operating gain (loss)		1,286	(14,046)
Finance costs	6	(77)	(773)
Profit (loss) before income tax		1,209	(14,819)
Income tax expense	7	(1,560)	–
Loss for the year from continuing operations	8	(351)	(14,819)
Discontinued operations			
Loss on deconsolidation of subsidiaries	13	–	(39,267)
Gain on waiver of the amount due to a deconsolidated subsidiary		3,066	–
Profit (loss) for the year from discontinued operations		3,066	(39,267)

	<i>Notes</i>	2014 <i>HKD'000</i>	2013 <i>HKD'000</i> (Restated)
Profit (loss) for the year attributable to owners of the Company		2,715	(54,086)
Other comprehensive expense			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of financial statements of foreign operations		<u>(60)</u>	<u>–</u>
Total comprehensive income (expense) for the year attributable to owners of the Company		<u>2,655</u>	<u>(54,086)</u>
Earnings (loss) per share attributable to owners of the Company	<i>10</i>		
From continuing and discontinued operations			
– Basic		0.0991 cents	(3.4958 cents)
– Diluted		0.0968 cents	N/A
From continuing operations			
– Basic		(0.0128 cents)	(0.9578 cents)
– Diluted		<u>N/A</u>	<u>N/A</u>

Consolidated Statement of Financial Position
At 31 December 2014

	<i>Notes</i>	31 December 2014 HKD'000	31 December 2013 HKD'000 (Restated)	1 January 2013 HKD'000 (Restated)
NON-CURRENT ASSETS				
Prepaid lease payments		–	–	–
Property, plant and equipment		<u>579</u>	<u>763</u>	<u>12,569</u>
		<u>579</u>	<u>763</u>	<u>12,569</u>
CURRENT ASSETS				
Inventories		313	–	3,228
Trade and other receivables	11	40,826	18,456	48,728
Cash and bank balances		<u>45,082</u>	<u>109</u>	<u>13,977</u>
		<u>86,221</u>	<u>18,565</u>	<u>65,933</u>
CURRENT LIABILITIES				
Trade and other payables	12	21,237	3,492	6,120
Amount due to a director		104	–	–
Amount due to a related party		–	220	–
Amount due to the holding company		–	15,266	–
Amount due to a deconsolidated subsidiary		–	3,066	–
Receipt in advance		–	–	405
Tax liabilities		<u>1,560</u>	<u>–</u>	<u>2,599</u>
		<u>22,901</u>	<u>22,044</u>	<u>9,124</u>
NET CURRENT ASSETS (LIABILITIES)		<u>63,320</u>	<u>(3,479)</u>	<u>56,809</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>63,899</u>	<u>(2,716)</u>	<u>69,378</u>
NON-CURRENT LIABILITIES				
Convertible loan notes		–	–	<u>10,293</u>
NET ASSETS (LIABILITIES)		<u>63,899</u>	<u>(2,716)</u>	<u>59,085</u>
CAPITAL AND RESERVES				
Share capital		3,285	2,021	860
Reserves		<u>60,614</u>	<u>(4,737)</u>	<u>58,225</u>
TOTAL EQUITY (DEFICITS)		<u>63,899</u>	<u>(2,716)</u>	<u>59,085</u>

NOTES

1. GENERAL

China For You Group Company Limited (formerly known as “China Packaging Group Company Limited”) (the “**Company**”) was incorporated as an exempted company with limited liability in the Cayman Islands on 21 October 2002 under the Companies Law of the Cayman Islands. The address of the registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business is Unit 912, 9th Floor, New East Ocean Centre, 9 Science Museum Road, Kowloon, Hong Kong. The shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Able Success Asia Limited, (“**Able Success**”), was the holding company of the Company as at 31 December 2013. With effect from 2 September 2014, Able Success ceased to be the holding company of the Company thereafter.

Pursuant to the special resolution passed at the extraordinary general meeting of the Company on 6 November 2014, the Company’s name has been changed from “China Packaging Group Company Limited 中國包裝集團有限公司” to “China For You Group Company Limited 中國富佑集團有限公司”.

The Company is an investment holding company. The Company and its subsidiaries (hereinafter collectively referred to as the “**Group**”) are principally engaged in the trading business and related services and securities trading and investment. On 31 December 2014, the Board resolved to discontinue the operating segment of manufacture and sale of tins for the packaging of beverage in the People’s Republic of China (the “**PRC**”), due to the reallocation and concentration of resources to other business sectors.

Change in presentation currency of the consolidated financial statements

In prior years, the consolidated financial statements are presented in Renminbi (“**RMB**”), which is also the functional currency of the Group. However, following i) the Board resolved that the control over its indirect wholly owned subsidiary, Shanxi Zhanpen Metal Products Co., Limited* (山西展鵬金屬製品有限公司) (“**Zhanpen**”) was lost on 25 March 2014 (details please refer to Note 13); ii) Mr. He Jianhong (“**Mr. He**”) was removed from his position as the chairman and executive director of the Company with effect from 10 October 2014; and iii) the Group’s continuous develop the trading business and related services and the securities trading and investment business, the Company and most of its major operating subsidiaries’ business transactions in terms of operating, investment and financing activities have increasingly placed greater reliance on Hong Kong dollars (“**HKD**”). The directors of the Company (“**Directors**”) reassessed the Group’s functional currency and considered that the functional currency of the Group has changed from RMB to HKD as HKD has become the currency that mainly influences the operation of the Group’s significant entities.

The Directors also consider that the use of HKD is more meaningful in presenting the operating results and financial position of the Group given the current operations of the Group. As a result, the Group elected to change its presentation currency from RMB to HKD in the current year. The comparative figures for the year ended 31 December 2013 have been restated to reflect the change in presentation currency from RMB to HKD accordingly.

2. BASIS OF PREPARATION OF THE CONSOLIDATION FINANCIAL STATEMENTS

Deconsolidation of two subsidiaries of the Company

Following the Board has suspended Mr. He from his position as the chairman and executive director of the Company with effect from 27 January 2014 due to continued absence without cause, despite repeated verbal and written requests, the Board has been unable to contact the legal representative, directors and management of its indirect wholly owned subsidiary, Zhanpen the principal and operating subsidiary of the Company, and obtain and access to the books and records of Zhanpen and Bloxworth Enterprises Limited (“**Bloxworth**”), being an immediate holding company of Zhanpen and a direct wholly owned subsidiary of the Company (Zhanpen and Bloxworth are collectively referred to as the “**Deconsolidated Subsidiaries**”).

Due to the non-cooperation of the directors and management of the Deconsolidated Subsidiaries and the continued absence of Mr. He from the Company, the Board has been unable to access to the books and records of the Deconsolidated Subsidiaries despite the fact that the Board has taken all reasonable steps and has used its best endeavors to resolve the matter. Accordingly, on 25 March 2014, the Board resolved that the Group no longer had the power to govern the financial and operating policies of the Deconsolidated Subsidiaries, and the control over the Deconsolidate Subsidiaries was lost on that date.

Given these circumstances, the Directors have not consolidated the financial statements of the Deconsolidated Subsidiaries for the period from 1 January 2014 to 24 March 2014 in the consolidated financial statements of the Group for the year ended 31 December 2014. As such, the results of the Deconsolidated Subsidiaries for the period from 1 January 2014 to 24 March 2014 have not been included into the consolidated financial statements of the Group.

In the opinion of the Directors, the consolidated financial statements of the Group for the year ended 31 December 2014 are prepared on the aforementioned basis present more fairly the results and state of affairs of the Group as a whole in light of the aforesaid incomplete books and records of the Deconsolidated Subsidiaries.

Further details of the Deconsolidated Subsidiaries are set out in Note 13 to this announcement.

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND HONG KONG ACCOUNTING STANDARDS (“HKASs”)

In the current year, the Group has applied the following new and revised HKFRSs and HKASs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time.

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011)	Investment Entities
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities
Amendments to HKAS 36	Recoverable Amount Disclosures for Non-Financial Assets
Amendments to HKAS 39	Novation of Derivatives and Continuation of Hedge Accounting
HK(IFRIC*) – Interpretation 21	Levies

* *IFRIC represents the International Financial Reporting Interpretations Committee*

The application of the new and revised HKFRSs and HKASs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in consolidated financial statements.

In addition, the Hong Kong Companies Ordinance (Cap. 622) will affect the presentation and disclosure of certain information in the consolidated financial statements for the year ending 31 December 2015. The Group is in the process of making an assessment of expected impact of these changes.

HKFRS 9	Financial Instruments ¹
HKFRS 14	Regulatory Deferral Accounts ²
HKFRS 15	Revenue from Contracts with Customers ³
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations ⁵
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation ⁵
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants ⁵
Amendments to HKAS 19 (2011)	Defined Benefit Plans: Employee Contributions ⁴
Amendments to HKAS 27	Equity Method in Separate Financial Statements ⁵
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁵
Annual Improvements Project	Annual Improvements 2010-2012 Cycle ⁶
Annual Improvements Project	Annual Improvements 2011-2013 Cycle ⁴
Annual Improvements Project	Annual Improvements 2012-2014 Cycle ⁵
Amendments to HKFRS 10 and HKFRS12, and HKAS 28	Investment Entities – Applying the Consolidation Exception ⁵
Amendments to HKAS 1	Disclosure Initiation ⁵

- ¹ *Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.*
- ² *Effective for first annual HKFRS financial statements beginning on or after 1 January 2016, with earlier application permitted.*
- ³ *Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.*
- ⁴ *Effective for annual periods beginning on or after 1 July 2014, with earlier application permitted.*
- ⁵ *Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted.*
- ⁶ *Effective for annual periods beginning on or after 1 July 2014, with limited exceptions. Early application is permitted.*

4. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods delivered or provided. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

During the year ended 31 December 2014, “Securities trading and investment” became a new operating activity of the Group and it is separately assessed by the chief operating decision maker. Therefore, it is reported as a new reportable and operating segment.

Specifically, the Group’s reportable and operating segments under HKFRS 8 are as follows:

- Trading business and related services

- Securities trading and investment

As detailed in Note 1 to this announcement, on 31 December 2014, the Board resolved to discontinue the operating segment of manufacture and sale of tinsplate cans packaging business due to the reallocation and concentration of resources to other business sectors. The segment information reported does not include any amounts for the discontinued operation.

Segment revenues and results

The following is an analysis of the Group's revenue and results from continuing operations by reportable and operating segment:

Continuing operations	Trading business and related services		Securities trading and investment		Total	
	2014 <i>HKD'000</i>	2013 <i>HKD'000</i> (restated)	2014 <i>HKD'000</i>	2013 <i>HKD'000</i>	2014 <i>HKD'000</i>	2013 <i>HKD'000</i> (restated)
Turnover	<u>68,495</u>	<u>189</u>	<u>56,461</u>	<u>N/A</u>	<u>124,956</u>	<u>189</u>
Revenue						
– External sales	<u>68,495</u>	<u>189</u>	<u>326</u>	<u>N/A</u>	<u>68,821</u>	<u>189</u>
Segment profit (loss)	<u>16,932</u>	<u>(4,926)</u>	<u>190</u>	<u>N/A</u>	<u>17,122</u>	<u>(4,926)</u>
Unallocated corporate gain or revenue					<u>13</u>	<u>1,650</u>
Unallocated corporate expenses					<u>(10,988)</u>	<u>(10,770)</u>
Share-based payments expenses					<u>(4,861)</u>	<u>–</u>
Finance costs					<u>(77)</u>	<u>(773)</u>
Profit (loss) before income tax (Continuing operations)					<u>1,209</u>	<u>(14,819)</u>

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit (loss) represents the profit (loss) from each segment without allocation of central administration costs, directors' emoluments, other revenue, share-based payment expenses and finance costs. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segment:

	2014 <i>HKD'000</i>	2013 <i>HKD'000</i> (restated)
<i>Segment assets</i>		
Trading business and related services	74,058	18,898
Securities trading and investment	2,316	–
Total segment assets	76,374	18,898
Unallocated corporate assets	10,426	430
Consolidated assets	86,800	19,328
<i>Segment liabilities</i>		
Trading business and related services	7,017	5,667
Securities trading and investment	62	–
Total segment liabilities	7,079	5,667
Unallocated corporate liabilities	15,822	16,377
Consolidated liabilities	22,901	22,044

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than certain other receivables and certain cash and bank balances; and
- all liabilities are allocated to operating segments other than certain other payables, amount due to a deconsolidated subsidiary and certain amount due to the holding company.

Other segment information

	Trading business and related services		Securities trading and investment		Unallocated		Total	
	2014	2013	2014	2013	2014	2013	2014	2013
	<i>HKD'000</i>	<i>HKD'000</i>	<i>HKD'000</i>	<i>HKD'000</i>	<i>HKD'000</i>	<i>HKD'000</i>	<i>HKD'000</i>	<i>HKD'000</i>
		(restated)		(restated)		(restated)		(restated)
Amounts included in the measure of segment profit or loss or segment assets:								
Additions to non-current assets	-	1,527	-	N/A	-	-	-	1,527
Depreciation	184	273	-	N/A	-	-	184	273
Loss on disposal of property, plant and equipment	-	33	-	N/A	-	-	-	33
	<u>-</u>	<u>1,527</u>	<u>-</u>	<u>N/A</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,527</u>
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss:								
Interest income	1	-	8	N/A	2	-	11	-
Interest expense	-	-	10	N/A	67	773	77	773
Income tax expenses	1,530	-	30	N/A	-	-	1,560	-
	<u>1,530</u>	<u>-</u>	<u>30</u>	<u>N/A</u>	<u>-</u>	<u>-</u>	<u>1,560</u>	<u>-</u>

Geographical information

The Group's operations are located in Hong Kong and PRC for the years ended 31 December 2014 and 2013. Information about the Group's revenue from external customers is presented based on the location of customers. Information about the Group's non-current assets is presented based on the geographical location of the assets.

	Revenue from external customers		Non-current assets	
	2014	2013	2014	2013
	<i>HKD'000</i>	<i>HKD'000</i>	<i>HKD'000</i>	<i>HKD'000</i>
		(restated)		(restated)
Hong Kong	42,841	189	579	763
PRC	25,980	-	-	-
	<u>68,821</u>	<u>189</u>	<u>579</u>	<u>763</u>

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group is as follows:

Customer	2014 <i>HKD'000</i>	2013 <i>HKD'000</i> (restated)
A ¹	26,400	–
B ¹	24,570	–
C ¹	8,368	–
D ¹	<u>N/A</u>	<u>189</u>

¹ Revenue from trading business and related services

5. OTHER REVENUE

	2014 <i>HKD'000</i>	2013 <i>HKD'000</i> (restated)
Continuing operations		
Interest income on bank deposits	4	–
Interest income on time deposit	7	–
Compensation from investor upon termination of share subscription agreement	–	1,650
Sundry income	<u>2</u>	<u>–</u>
	<u>13</u>	<u>1,650</u>

6. FINANCE COSTS

	2014 <i>HKD'000</i>	2013 <i>HKD'000</i> (restated)
Continuing operations		
Interest expenses on other borrowing	67	–
Effective interest expense on convertible loan notes	–	773
Others	10	–
	<u>77</u>	<u>773</u>

7. INCOME TAX EXPENSE

	2014 <i>HKD'000</i>	2013 <i>HKD'000</i> (restated)
Continuing operations		
Current tax:		
– Hong Kong Profits Tax	1,427	–
– PRC Enterprises Income Tax (“EIT”)	133	–
	<u>1,560</u>	<u>–</u>

Notes:

- a) Hong Kong profits tax is calculated at 16.5% of the estimated assessable profits for both years. No Hong Kong profits tax has been provided for as the Group did not generate any assessable profits in Hong Kong for the year ended 31 December 2013.
- b) Under the Law of the PRC on EIT (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25% from 1 January 2008 onwards.

8. LOSS FOR THE YEAR

Loss for the year from continuing operations has been arrived at after charging:

	2014 <i>HKD'000</i>	2013 <i>HKD'000</i> (restated)
Directors' and chief executive's emoluments	3,481	5,302
Other staff costs	1,695	2,780
Contributions to retirement benefits scheme	48	60
Share-based payment expense for employees	548	–
	<u>5,772</u>	<u>8,142</u>
<i>Auditor's remuneration:</i>		
– Audit services	500	760
– Other services	448	130
Cost of inventories recognised as an expense	45,012	–
Depreciation of property, plant and equipment	184	273
Loss on disposal of property, plant and equipment	–	33
Minimum lease payments in respect of operating lease of:		
– Internet hardware and software	66	–
– Premises	1,015	1,669
Share-based payment expense for consultants	3,764	–
	<u>3,764</u>	<u>–</u>

9. DIVIDEND

No dividend was proposed or paid during the year ended 31 December 2014 nor any dividend has been proposed since the end of the reporting period (2013: Nil).

10. EARNINGS (LOSS) PER SHARE

From continuing and discontinued operations

The calculation of the basic and diluted earnings (loss) per share attributable to owners of the Company is based on the following data:

	2014 <i>HKD'000</i>	2013 <i>HKD'000</i> (restated)
Profit (loss) for the year attributable to the owners of the Company for the purpose of basic and diluted earnings (loss) per share	<u>2,715</u>	<u>(54,086)</u>
	2014 <i>'000</i>	2013 <i>'000</i>
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings (loss) per share	2,738,575	1,547,172
Effect of dilutive potential ordinary shares:		
Share options issued by the Company	<u>67,321</u>	<u>N/A</u>
Weighted average number of ordinary shares for the purpose of diluted earnings (loss) per share	<u>2,805,896</u>	<u>1,547,172</u>

The weighted average number of ordinary shares used for the purpose of calculating basic loss per share for the year ended 31 December 2013 has been adjusted for the bonus issues during the year ended 31 December 2013.

Note:

The diluted loss per share for the year ended 31 December 2013 is not presented because the exercise of conversion of the Company's outstanding share options would result in decrease in loss per share.

From continuing operations

The calculation of the basic and diluted loss per share from continuing operations attributable to owners of the Company is based on the following data:

Earnings (loss) figures are calculated as follows:

	2014 HKD'000	2013 HKD'000 (restated)
Profit (loss) for the year attributable to owners of the Company	2,715	(54,086)
Less: Profit (loss) for the year from discontinued operations	<u>(3,066)</u>	<u>39,267</u>
Loss for the purpose of diluted loss per share from continuing operations	<u><u>(351)</u></u>	<u><u>14,819</u></u>

The denominators used are the same as those detailed above for both basic and diluted loss per share.

Note: The diluted loss per share for continuing operations for both years ended 31 December 2014 and 31 December 2013 are not presented because the exercise of conversion of the Company's outstanding share options would result in decrease in loss per share.

11. TRADE AND OTHER RECEIVABLES

	<i>Notes</i>	2014 HKD'000	2013 HKD'000 (restated)
Trade receivables	<i>(i)</i>	22,113	188
Receivable from Ease Faith Limited ("Ease Faith")	<i>(ii)</i>	17,616	17,616
Other receivables, deposits and prepayments		<u>1,097</u>	<u>652</u>
Total trade and other receivables		<u><u>40,826</u></u>	<u><u>18,456</u></u>

Notes:

(i) Trade receivables

Trade receivables at the end of the reporting period comprise amounts receivable from the sales of goods supplied to customers and commission income for services rendered to customers. No interest is charged on the trade receivables.

Before accepting any new customer, the Group gathers and assesses the credit information of the potential customer in considering the customer's quality and determining the credit limits for that customer.

During the year ended 31 December 2014, the Group generally allows an average credit period of 120 days (2013: 120 days) to its customers. The following is an aged analysis of trade receivables net of allowance for doubtful debts presented based on the invoice date at the end of the reporting period, which approximated the respective revenue recognition dates:

	2014 <i>HKD'000</i>	2013 <i>HKD'000</i> (restated)
0 – 30 days	22,113	–
31 – 60 days	–	–
61 – 90 days	–	–
91 – 120 days	–	–
Over 120 days	–	188
	22,113	188

Ageing of trade receivables which are past due but not impaired based on the payment due date is as follows:

	2014 <i>HKD'000</i>	2013 <i>HKD'000</i> (restated)
91 – 120 days	–	188

Aged analysis of trade receivables which are not impaired is as follows:

	2014 <i>HKD'000</i>	2013 <i>HKD'000</i> (restated)
Neither past due nor impaired	22,113	–
Past due but not impaired	<u>–</u>	<u>188</u>
	<u>22,113</u>	<u>188</u>

At 31 December 2014, the Directors considered that no impairment is necessary as the receivable is not yet past due and subsequent settlements are noted.

At 31 December 2013, trade receivables that were past due but not impaired related to one customer. As subsequent settlements are noted, the Directors considered that no impairment is necessary for that past due receivable as at 31 December 2013.

The movements in allowance for doubtful debts of trade receivables are as follows:

	2014 <i>HKD'000</i>	2013 <i>HKD'000</i> (restated)
At 1 January	–	29,921
Deconsolidation of subsidiaries	<u>–</u>	<u>(29,921)</u>
At 31 December	<u>–</u>	<u>–</u>

At the end of each reporting period, the Group's trade and other receivables were individually determined to be impaired. The individually impaired receivables are recognised based on the credit history of its customers, such as financial difficulties or default in payments, and current market conditions. The Group does not hold any collateral for all of its trade receivables as at 31 December 2014 and 31 December 2013.

Due to the deconsolidation of the Deconsolidated Subsidiaries, the relevant trade and other receivables has been deconsolidated during the year ended 31 December 2013.

(ii) **Receivable from Ease Faith**

Following the suspension of the position, functions and duties held by Mr. He, the Directors conducted reviews of the major projects and transactions of the Company. During the course of the internal review (the “**Internal Review**”), the Company noted that, Great Rich Trading Limited (“**Great Rich**”), a wholly owned subsidiary of the Company, entered into two sales contracts with Ease Faith to purchase raw materials for the purpose of trading (the “**Sales Contracts**”) and paid a deposit of approximately HKD17,616,000 (the “**Receivable**”). Subsequently, Ease Faith failed to deliver the raw materials to Great Rich and is still holding the Receivable.

On 25 March 2014, Great Rich issued a writ of summons in the High Court of The Hong Kong Special Administrative Region by as the plaintiff claiming against Ease Faith, the supplier in the Sales Contracts as the defendant, for breach of the Sales Contracts or alternatively, money had and received.

Great Rich claims against Ease Faith for the following reliefs:

- (a) return of the down-payments in the total sum of approximately HKD17,616,000.
- (b) interest on the Receivable;
- (c) damages to be assessed;
- (d) costs; and
- (e) further and/or other relief.

The Company obtained legal advice and considers that Great Rich has a good chance of success on its claims against Ease Faith. The Board considers that the pursuit of the above claims is in the best interest of the Company and its shareholders. Accordingly, the Directors are satisfied that Great Rich is able to recover the outstanding Receivable from Ease Faith.

12. TRADE AND OTHER PAYABLES

	2014 <i>HKD'000</i>	2013 <i>HKD'000</i> (restated)
Trade payables	173	–
Other payables and accrued charges (<i>Notes</i>)	<u>21,064</u>	<u>3,492</u>
	<u><u>21,237</u></u>	<u><u>3,492</u></u>

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

	2014 <i>HKD'000</i>	2013 <i>HKD'000</i>
0 – 30 days	<u><u>173</u></u>	<u><u>–</u></u>

Notes:

Material balances included in other payables and accrued charges are as follows:

- (i) The amount due to Mr. He's wife of HKD310,000, which reclassified from amount due to a related party during the year ended 31 December 2014.
- (ii) The amount due to Able Success approximately of HKD15,264,000, which reclassified from amount due to the holding company during the year ended 31 December 2014.

During the year ended 31 December 2014, the average credit period on purchases of goods is 30 days. The Group has financial risk management policies in place to ensure that all trade payables would be settled within the credit timeframe.

Due to the deconsolidation of the Deconsolidated Subsidiaries, the relevant trade and other payables has been deconsolidated during the year ended 31 December 2013.

13. DECONSOLIDATION OF SUBSIDIARIES

Pursuant to the Company's announcement dated 25 March 2014, due to the non-cooperation of the management of the Deconsolidated Subsidiaries and the continued absence of Mr. He from the Company, who was responsible for liaising with the Deconsolidated Subsidiaries, the Board has been unable to access to the books and records of Deconsolidated Subsidiaries. Given the situation described above, the Board is of the view that the Group does not have the records to prepare accurate and complete financial statements for the Deconsolidated Subsidiaries for the financial years ended 31 December 2014 and 31 December 2013. On 25 March 2014, the Board resolved that the Group no longer had the power to govern the financial and operating policies of the Deconsolidated Subsidiaries, and the control over the Deconsolidated Subsidiaries was lost on that date. The Group therefore deconsolidated the Deconsolidated Subsidiaries from its consolidated financial statements for the financial years ended 31 December 2014 and 31 December 2013.

Pursuant to the ordinary resolution passed at the extraordinary general meeting of the Company on 10 October 2014, Mr. He was removed from his office of director of the Company.

The following is a list of the subsidiaries which have been deconsolidated from 1 January 2013:

Name of subsidiary	Place of incorporation or establishment/ operation	Paid-up share capital/registered capital	Proportion of nominal value of ordinary issued capital/registered capital held by the Company		Principal activities
			Directly	Indirectly	
Bloxworth Enterprises Limited	British Virgin Islands, limited liability	USD1,000	100%	–	Investment holding
Shanxi Zhanpen Metal Products Co., Ltd 山西展鵬金屬製品有限公司	PRC, wholly owned foreign enterprise	USD8,100,000	–	100%	Manufacture and sale of tinplate cans for the packaging of beverage in the PRC

The combined net assets of the Deconsolidated Subsidiaries as of 1 January 2013, which is based on their financial information as of 31 December 2012 were set out below respectively:

	Total
	<i>HKD'000</i>
	(restated)
Net assets deconsolidated of:	
Prepaid lease payments, net of accumulated amortisation and impairment	–
Property, plant and equipment, net of accumulated depreciation and impairment	12,569
Inventories	3,228
Trade receivables, net of allowance for doubtful debts	46,079
Other receivables, deposits and prepayments	2,300
Cash and bank balances	960
Amount due from the Company	1,566
Trade payables	(1,737)
Other payables and accrued charges	(4,093)
Receipt in advance	(405)
Tax liabilities	(2,599)
	<hr/>
	57,868
Loss on deconsolidation of subsidiaries	(39,267)
Reserve release upon deconsolidation	(18,601)
	<hr/>
	–
	<hr/> <hr/>
Net cash outflow arising on deconsolidation	
Cash and bank balances disposed of	(960)
	<hr/> <hr/>

14. LITIGATIONS AND CONTINGENCIES

a) **The Alleged Guarantee and the claim**

In December 2013, the Board received demand letter from alleged creditors of two companies, requesting the Company being the alleged guarantor of debts in the total sum of approximately RMB842 million owed by two companies (the “**Alleged Creditors**”) unknown to the Company (the “**Alleged Guarantees**”), to settle the alleged debts on or before 11 December 2013, and forewarning that, failing which, the Alleged Creditors would take legal action against the Company.

On 14 January 2014, the Company received a writ of summons and statement of claim issued by 廣東省金屬回收公司 (Guangdong Metal Recycling Corporation*) (“**GMRC**”), one of the two Alleged Creditors in relation to the Alleged Guarantees, against: (i) Able Success as 1st defendant; (ii) Mr. He as the 2nd defendant; and (iii) the Company as the 3rd defendant, claiming an aggregate sum of approximately RMB644 million (the “**Claim**”).

In response to the Claim, the Company submitted the defence (the “**Alleged Guarantee Defence**”), which avers, inter alia, that:

- (a) neither the Board nor the shareholders of the Company had approved or authorised the execution of the purported guarantees or any other documents in favour of GMRC on behalf of the Company;
- (b) GMRC had actual, alternatively imputed, knowledge or notice of the lack of authority and/or capacity of Mr. He to execute the purported guarantees, and did not deal with the Company in good faith;
- (c) the purported guarantees were executed by Mr. He ultra vires and void for want of authority and/or capacity;
- (d) further or alternatively, the making of the purported guarantees was without any benefit whatsoever to the Company as it was given without any consideration provided by GMRC and was neither in the commercial interests of, nor authorised by, the Company, and constituted a purported disposal of its capital without receiving a benefit in return; and

- (e) the Company denies that GMRC is entitled to any of its claims and/or interest as alleged in the Claim.

The Company states that it did not approve and did not authorise any person to enter into the Alleged Guarantees on behalf of the Company and was not aware of the existence of the same beforehand.

After taking legal advice from the legal adviser, the Board is of the view that the Alleged Guarantees and the Claim are void and unenforceable and the Company has valid grounds to defend. The Company will take all necessary steps to resist the Alleged Guarantees and Claim. Accordingly, there should not be any material impact on the consolidated statement of financial position of the Company and the Group.

b) Disputes for receivables from Ease Faith

As detailed in Note 11 to this announcement, Great Rich issued a writ of summons in the High Court of The Hong Kong Special Administrative Region by as the plaintiff claiming against Ease Faith, the supplier in the Sales Contracts as the defendant, for breach of the Sales Contracts or unjust enrichment on money had and received.

After taking legal advice from legal adviser, the Board believes that Great Rich has a good chance to succeed.

c) Overdue unpaid registered capital for 達以富

The Group has not paid up the registered capital for 達以富 within the specific timeframe stipulated by the relevant PRC rules and regulations. Accordingly to the legal opinion issued by PRC legal adviser, the potential penalty would be ranged from 5% to 15% based on the overdue unpaid registered capital. 達以富 has been dormant since its incorporation and it is in the course of deregistration. The Board considered that the risk to pay the penalty is remote and hence no provision has been provided for the year ended 31 December 2014 (2013: Nil).

EXTRACT OF THE INDEPENDENT AUDITORS' REPORT

The following is an extract of the independent auditors' report on the Group's audited consolidated financial statements for the year ended 31 December 2014 which has included a disclaimer of opinion:

“BASIS FOR DISCLAIMER OF OPINION

Opening balances and corresponding figures

Our audit opinion on the consolidated financial statements of the Group for the year ended 31 December 2013 (the “**2013 Financial Statements**”), which forms the basis for the corresponding figures presented in the current year's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and related explanatory notes, was disclaimed because of the significance of the possible effect of the limitations on the scope of our audit, details of which are set out in our audit report dated 31 March 2014. Any adjustments found to be necessary to the opening balances as at 1 January 2014 may affect the results and related disclosures in the notes to the consolidated financial statements of the Group for the year ended 31 December 2014. The comparative figures for the year ended 31 December 2013 shown in these consolidated financial statements may not be comparable with the figures for the current year.

Deconsolidation of subsidiaries

As disclosed in Note 2 to the consolidated financial statements, two subsidiaries of the Company, Shanxi Zhanpen Metal Products Co. Limited (山西展鵬金屬製品有限公司) (“**Zhanpen**”) and Bloxworth Enterprises Limited (“**Bloxworth**”) (collectively known as the “**Deconsolidated Subsidiaries**”) were deconsolidated from the Group since 1 January 2013 as the Board has been unable to access to the books and records of the Deconsolidated Subsidiaries and on 25 March 2014, the Board resolved that the Group no longer had the power to govern the financial and operating policies of the Deconsolidated Subsidiaries, and the control over the Deconsolidated Subsidiaries was lost on that date.

In the opinion of the Directors, the consolidated financial statements of the Group for the year ended 31 December 2014 are prepared on the aforementioned basis which present more fairly the results, state of affairs and cashflow position of the Group as a whole in light of the aforesaid incomplete books and records of the Deconsolidated Subsidiaries. However, the deconsolidation of the Deconsolidated Subsidiaries from 1 January 2014 to 24 March 2014 (the “Deconsolidation”) was not in compliance with the requirements of Hong Kong Financial Reporting Standard 10 “Consolidated Financial Statements”. Had the Deconsolidated Subsidiaries at the date been consolidated till to the date when the control over the Deconsolidated Subsidiaries was lost, many elements in the consolidated financial statements would have been materially affected.

Impairment assessment of other receivables

As disclosed in Note 18 to the consolidated financial statements, included in the Group’s trade and other receivables, net of allowance for doubtful debts, of approximately HKD40,826,000 as at 31 December 2014, was an amount due from a debtor of approximately HKD17,616,000.

As a writ of summons endorsed with a full statement of claim was issued in the High Court of The Hong Kong Special Administrative Region by Great Rich Trading Limited, a wholly owned subsidiary of the Company dated 25 March 2014 to claim back the receivable, the Directors are of the view that the Group is able to recover the outstanding balance due from that debtor, and therefore no impairment had been provided on such balance. However, we were unable to obtain sufficient appropriate audit evidence we consider necessary and there were no other alternative audit procedures that we could perform in order to assess whether such receivable could be recovered in full or to determine the amount of impairment, if any. Any adjustments to the amount of the above receivable found to be necessary would affect the Group’s net current assets and net assets as at 31 December 2014 and the Group’s profit for the year then ended and related note disclosures to the consolidated financial statements.

Balance of the amount due to Able Success Asia Limited (“Able Success”)

At 31 December 2014, included in other payable is a balance of approximately HKD15,264,000 being amount due to the former holding company, Able Success, a company incorporated in the British Virgin Island with limited liability, the entire issued share capital of which is beneficially owned by Mr. He Jianhong (“**Mr. He**”). Mr. He’s position as the chairman and executive director of the Company was suspended with effect from 27 January 2014 and was removed with effect from 10 October 2014. We were unable to obtain direct confirmation from Able Success and other supporting evidence to satisfy ourselves as to whether the balance are free from material misstatement. There were no other alternative audit procedures that we could carry out to obtain sufficient and appropriate audit evidence to verify the accuracy and completeness of this balance as at 31 December 2014. Accordingly, we were unable to satisfy ourselves as to whether the amount due to Able Success were fairly stated.

DISCLAIMER OF OPINION

Because of the significance of the matters described in the Basis for Disclaimer of Opinion paragraphs, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly we do not express an opinion on the consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.”

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS AND FINANCIAL REVIEW

The Company is an investment holding company. The Company and its subsidiaries (the “**Group**”) are principally engaged in trading business and related services and trading of listed securities.

The year of 2014 was a challenging and difficult year for the Group. The Company has been focusing its resources on new opportunities in trading business and related services and trading of listed securities after the deconsolidation of Shanxi Zhanpen Metal Products Co., Ltd. (山西展鵬金屬製品有限公司) (“**Zhanpen**”), an indirect wholly-owned subsidiary of the Company, and Bloxworth Enterprises Limited (“**Bloxworth**”), an immediate holding company of Zhanpen and direct wholly-owned subsidiary of the Company, from its financial statements. For more information regarding Zhanpen and Bloxworth, please refer to below and to the Company’s announcement dated 25 March 2014.

Since November 2013, Mr. He Jianhong (“**Mr. He**”) was continually absent from the Company without cause. Moreover, as disclosed under the section headed Note 14 to this announcement, Mr. He is one of the defendants of the alleged claim. The Board decided that it is in the best interest of the Company and shareholders as a whole to suspend all positions, functions and duties held by Mr. He with effect from 27 January 2014. For details, please refer to the Company’s announcement dated 28 January 2014. On 10 October 2014, Mr. He was removed from his office of the director of the Company by ordinary resolution passed at the extraordinary general meeting held on 10 October 2014.

The Board has conducted due diligence reviews of major projects and transactions of the Company further to the suspension of the positions, functions and duties held by Mr. He since January 2014. Despite repeated verbal and written requests, the Board has been unable to contact the legal representative, directors and management of Zhanpen, nor obtain and access the books and records of Zhanpen and Bloxworth.

Due to the non-cooperation of the management of Zhanpen and Bloxworth and the continued absence of Mr. He, who was also responsible for liaising with the abovementioned subsidiaries, the Board was unable to access to the books and records of Zhanpen and Bloxworth despite the fact that the Board has taken all reasonable steps and has used its best endeavors to resolve the matter.

On 25 March 2014, after all reasonable steps have been taken but to no avail, the Board resolved that the Group no longer had the power to govern the financial and operating policies of Zhanpen and Bloxworth, and the control over Zhanpen and Bloxworth was lost on that date. Given the situation described above, the Board is of the view that the Group does not have the necessary books and records to prepare accurate and complete financial statements for Zhanpen and Bloxworth. The Group therefore deconsolidated Zhanpen and Bloxworth (the “**Deconsolidated Subsidiaries**”) from its financial statements since 1 January 2013 (the “**Deconsolidation**”). As such, the results of the Deconsolidated Subsidiaries up to 24 March 2014 have not been included into the consolidated financial statements of the Group for the year ended 31 December 2014.

During the year ended 31 December 2014, although the Company has obtained Bloxworth’s statutory records and changed all board members of Bloxworth, the Company was still unable to access to the books and records of Bloxworth. Moreover, despite repeated written requests, the Company was still unable to obtain and access the books and records of Zhanpen and to retain the control of Zhanpen. In the view of the above and after Mr. He was removed from his office of the director of the Company on 10 October 2014, the Board resolved on 31 December 2014 that the Group should cease to carry on the manufacture and sale of the plate cans for the packaging business and to utilize its current resources in other core business of the Group. Nevertheless, the Company has engaged a PRC legal representative to take legal actions against the Zhanpen management and retake the control of Zhanpen.

The profit attributable to shareholders for the year ended 31 December 2014 was HKD2,715,000 equivalent to an earning of Hong Kong 0.0991 cents per share, compared with a loss of HKD54,086,000, equivalent to a loss of Hong Kong 3.4958 cents per share for last year. During the year ended 31 December 2014, the Company recorded a share-based payment expenses of HKD4,861,000 arising from the granting of share options by the Company on 24 July 2014 and 1 September 2014 and gain on waiver of the amount due to a deconsolidated subsidiary of HKD3,066,000. If excluding these two non-cash items, the Company recorded the profit attributable to shareholders of approximately HKD4,510,000 for the year ended 31 December 2014 (2013: Loss of HKD14,819,000, excluding the non-cash item of loss from deconsolidation of subsidiaries of approximately HKD39,267,000).

In regard to the operational front, the Group recorded a turnover of approximately HKD124,956,000 for the year ended 31 December 2014, representing an increase of 66,014% compared with last year. The increase in turnover was resulted from both the increase in scale of the trading business and trading of listed securities.

IMPORTANT EVENTS AND PROSPECTS

Following the Deconsolidation and the events disclosed in Note 14(a) and 14(b) to this announcement, the management of the Company has engaged an external independent audit firm to review the internal control of the Group. Based on the findings from the external independent audit firm, the Board consider that the Group has adequate internal control systems in place to safeguard its assets and there is no major internal control deficiency of the Group that has given rise to material changes to the Group's operation after completion of the internal control review. The management of the Company has also directed its resources on exploring opportunities in trading business and related services and trading of listed securities so as to create long-term value for its shareholders. The Board believes that the business performance of the Group will be further improved.

In order to access the rapidly growing online shopping market in PRC, in December 2014, the Group launched its new mobile shopping platform. Customers can directly purchase through this one-stop online shopping platform using their internet-connected mobile devices such as smartphones and tablet PCs. This mobile shopping platform can be accessed through the WeChat Public Platform* (微信公眾平台).

The new mobile shopping platform features a membership system. By becoming the mobile shopping platform's registered member customers can place orders, make payment and arrange for delivery of products anytime at their convenience, not to mention receiving news of latest products and promotions. Members will further receive rewards in the form of bonus points and/or discounts etc. when introducing new members to join and purchase the products successfully, which the Board believes will provide an incentive for the members to purchase and to promote products under the mobile shopping platform to their friends and acquaintances.

By utilising the mobile shopping platform members' demographic information, purchase habits, purchase history etc collected in the sales process, the Group will be able to effectively and efficiently address the members' needs through introducing their desired products, and assist the Group to formulate the best marketing campaign.

In establishing this new mobile shopping platform, the Company's wholly-owned subsidiary, Guangzhou For You Internet Technology Company Limited* (廣州富佑網絡科技有限公司) was incorporated in Guangzhou, the PRC on 19 November 2014. It leads a professional team in charge of setting-up and maintenance of this new mobile shopping platform so as to ensure the best quality mobile shopping experience for our members. The Company has engaged an external logistics provider to deliver the products. Settlement of sales proceeds from the mobile shopping platform was currently done through a third party mobile payment platform WeChat Payment* (微信支付), which is one of the most popular mobile payment platform among the mobile payment users in the PRC.

The Company will initially focus on the marketing of female cosmetic products, and gradually expand to other types of products so as to cater for different needs of our members. The Company will continue to explore the possibility in developing its own products to be sold in our mobile shopping platform in the future.

During the year ended 31 December 2014, the turnover for the new mobile shopping platform together with the trading business of health and consumer products amounted to approximately HKD68,495,000.

For the segment of trading of listed securities, the Group's trading portfolio comprised of securities listed on The Stock Exchange of Hong Kong Limited during the year ended 31 December 2014. The Group identified its investments based on the share price, the gain potential and the future prospect of the investments. The Group is optimistic on the economic growth in China and believe that Hong Kong would also be benefited. Therefore, it is expected that the Group will continue to invest in the Hong Kong equity market by enhancing the use of the surplus working capital and will continue to seek attractive investment opportunities with the aim of deriving dividend income and/or gain from trading of listed securities.

Other than trading of securities, the Group will commence the business in money lending in order to diversify the treasury business. The Board believes that the money lending business will give the Group an opportunity to obtain a higher return for the fund under the current low interest rate environment.

The Group is optimistic that the trading business and treasury business (i.e. trading of listed securities and money lending) will have positive gross profit and will generate positive cash flow from operations in the coming years.

Other than the existing business as named hereinabove which is on an on-going basis, the management will explore other business opportunities to diversify its trading business portfolio with a view to broaden its income stream which shall be in the best interests of the Company and its shareholders as a whole.

LIQUIDITY, FINANCIAL, RESOURCES AND FUNDING AFTER DECONSOLIDATION

The Group had total cash and bank balances of approximately HKD45,082,000 as at 31 December 2014 (2013: HKD109,000). The Group had no borrowing, bank loans and overdraft as at 31 December 2014 (2013: Nil). The gearing ratio, which is calculated as total debt (including current and non-current liabilities) divided by total equity, was nil (2013: Nil). Net assets were approximately HKD63,899,000 (2013: Net liabilities HKD2,716,000).

The Group recorded total current assets of approximately HKD86,221,000 as at 31 December 2014 (2013: HKD18,565,000) and total current liabilities of approximately HKD22,901,000 (2013: HKD22,044,000). The current ratio of the Group, calculated by dividing total current assets by total current liabilities, was about 3.76 as at 31 December 2014 (2013: 0.84). The increase in current assets and improvement in current ratio was mainly due to the Group successfully raised funds of approximately HKD17,745,000 before expenses from placing completed in April 2014 and funds of approximately HKD43,807,000 before expenses from open offer completed in June 2014. These raised funds have significantly strengthened the financial position and enhanced the liquidity of the Group.

The Group's finance costs for the period under review was approximately HKD77,000 (2013: HKD773,000) in relation to interest paid on the working capital loan obtained in the first quarter of the year. The loan was fully settled during the year ended 31 December 2014.

The Group recorded a profit attributable to owners of the Company of approximately HKD2,715,000 (2013: Loss HKD54,086,000, including loss from deconsolidation of subsidiaries of approximately HKD39,267,000).

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2014, the Group had 26 employees including executive directors of the Company (2013: 10 employees situated in PRC and Hong Kong) situated in PRC and Hong Kong. The Group's emoluments policies are formulated based on industry practices and performance of individual employees. For the year ended 31 December 2014, the total staff costs including remuneration of directors and chief executive amounted to approximately HKD5,772,000 (2013: HKD8,142,000).

DIVIDEND

The Board does not recommend the payment of any dividend for the year ended 31 December 2014 (2013: nil).

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

SCOPE OF WORK OF ZHONGLEI (HK) CPA COMPANY LIMITED

The figures in respect of the preliminary announcement of the Group's results for the year ended 31 December 2014 have been agreed by the Group's auditor, ZHONGLEI (HK) CPA Company Limited, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by ZHONGLEI (HK) CPA Company Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by ZHONGLEI (HK) CPA Company Limited on the preliminary announcement.

CORPORATE GOVERNANCE

The Board is committed to maintain high standards of corporate governance practices at all times. The Board believes that good corporate governance helps the Company to safeguard the interests of its shareholders and to enhance the performance of the Group.

The Company has complied with all code provisions of the Corporate Governance Code (the “**CG Code**”) during the year ended 31 December 2014 as set out in Appendix 14 of the Rule Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) except for the following deviations:

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer (“**CEO**”) should be separate people and should not be performed by the same individual. During the period from 1 January 2014 to 9 October 2014, the Company did not have any office with CEO title. The roles and duties of CEO were shared by the Directors. On 10 October 2014, Mr. Siu Yun Fat was appointed as CEO of the Company.

Code provision A.4.1 of the CG Code stipulates that non-executive directors should be appointed for a specific term, subject to re-election. The independent non-executive directors are not appointed for a specific term but shall retire from office by rotation at least once every three years as referred to in article 108A of the Company’s articles of association which provides that at each annual general meeting one-third of the directors of the Company for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation. The reason for the deviation is that the Company does not believe that arbitrary limits on term of non-executive directorship are appropriate given that Directors ought to be committed to representing the long time interest of the Company’s shareholders and the retirement and re-election requirements of independent non-executive directors have given the Company’s shareholders the right to approve continuation of independent non-executive directors’ offices.

Code Provision A.6.7 of the CG Code stipulates that non-executive directors, including independent non-executive directors, should attend general meetings. One of the independent non-executive directors, namely Siu Siu Ling, Robert, was unable to attend the adjourned annual general meeting (the “**Adjourned AGM**”) of the Company held on 21 July 2014 as he had other business engagements. However, he subsequently requested the company secretary of the Company to report to him on the views of the shareholders of the Company in the Adjourned AGM. As such, the Board considers that the development of a balanced understanding of the views of shareholders of the Company among the independent non-executive directors was ensured.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by directors of the Company. Having made specific enquiry with the existing directors of the Company, all of them confirmed that they have complied with the required standards set out in the Model Code since their appointment as a Director during the year ended 31 December 2014.

AUDIT COMMITTEE

The audited consolidated financial statements of the Company for the year ended 31 December 2014 had been reviewed by the Audit Committee of the Company before they were duly approved by the Board under the recommendation of the Audit Committee.

PUBLICATION OF INFORMATION ON WEBSITES

This results announcement is available for viewing on the website of Stock Exchange at www.hkexnews.hk and on the website of the Company at www.chinaforyou.com.hk. The annual report of the Company for year ended 31 December 2014 containing the information required by Appendix 16 of the Listing Rules will be dispatched to the shareholders of the Company in due course.

For and on behalf of
China For You Group Company Limited
Chen Huaide
Chairman

Hong Kong, 31 March 2015

As at 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.

* *For identification purpose only*