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If you have sold or transferred all your shares in China For You Group Company Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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 SHARES UNDER SPECIFIC MANDATE AND REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

Placing Agent



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

Independent Financial Adviser

VEDA | CAPITAL
智略資本

A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held at Room 912, 9/F, New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 3 December 2015 at 11:00 a.m. is set out on pages 32 to 36 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

17 November 2015

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DEFINITIONS

In this circular, 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
“Announcement”	the announcement of the Company dated 22 September 2015 in relation to the GM Placing and the SM Placing
“Articles”	the articles of association of the Company
“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, the proposed refreshment of the General Mandate 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

DEFINITIONS

“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 condition set out in the GM Placing Agreement, which has completed on 22 October 2015
“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 700,000,000 new Shares 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 Board Committee”	an independent committee of the Board, comprising the independent non-executive Directors, to advise the Independent Shareholders as to the fairness and reasonableness of the refreshment of the General Mandate, the voting at the EGM for the refreshment of the General Mandate and whether the refreshment of the General Mandate are in the interests of the Company and the Shareholders as a whole
“Independent Financial Adviser”	Veda Capital Limited, a licensed corporation under the SFO to conduct Type 6 regulated activity appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the refreshment of the General Mandate
“Independent Shareholder(s)”	Shareholder(s) other than the Directors (excluding independent non-executive Directors) and the chief executives and all their respective associates

DEFINITIONS

“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)
“Latest Practicable Date”	11 November 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“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)

DEFINITIONS

“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 (as supplemented by the SM Placing Extension Letter)
“SM Placing Extension Letter”	the extension letter dated 10 November 2015 and entered into between the Company and the Placing Agent to extend the SM Long Stop Date (as defined herein) from 30 November 2015 (or such later date as the parties to the SM Placing Agreement may agree) to 7 December 2015 (or such later date as the parties to the SM Placing Agreement may agree)
“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.

LETTER FROM THE BOARD



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)

Executive Directors:

Chen Huaide

Lai Fai Lawrence

Siu Yun Fat

Yang Yang

Yu Qingrui

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Chan Yee Por Simon

Siu Siu Ling, Robert

Tam Tak Wah

*Head office and principal place of
business in Hong Kong:*

Room 912, 9/F.

New East Ocean Centre

9 Science Museum Road

Tsim Sha Tsui East, Kowloon

Hong Kong

17 November 2015

To the Shareholders

Dear Sir or Madam,

PLACING OF SHARES UNDER SPECIFIC MANDATE AND REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

INTRODUCTION

Reference is made to the Announcement. As disclosed in the Announcement, the Company has on 22 September 2015 (after trading hours) entered into the conditional SM Placing Agreement with the Placing Agent, pursuant to which the Company has conditionally agreed to allot and issue the SM Placing Shares in accordance with the terms of the SM Placing Agreement. The SM Placing Agreement is conditional upon, among others, the passing by the Shareholders of all necessary resolution(s) to approve the SM Placing Agreement and the transactions contemplated thereunder.

LETTER FROM THE BOARD

Reference is also made to the announcement of the Company dated 10 November 2015 in relation to the entering into of the SM Placing Extension Letter to extend the SM Long Stop Date (as defined herein).

Reference is also made to the announcement of the Company dated 22 October 2015. As disclosed therein, completion of the GM Placing has taken place on 22 October 2015 and 700,000,000 GM Placing Shares have been allotted and issued to the Placees in accordance with the terms of the GM Placing Agreement. The GM Placing has utilized approximately 99.39% of the General Mandate.

The Board proposes the refreshment of the General Mandate subject to the Independent Shareholders' approval at the EGM. An ordinary resolution will be proposed at the EGM to the Independent Shareholders to consider and, if thought fit, approve the refreshment of the General Mandate.

The purpose of this circular is to provide you with the information relating to (i) the SM Placing Agreement and the SM Placing; (ii) the refreshment of the General Mandate; (iii) the recommendation from the Independent Board Committee to the Independent Shareholders on the refreshment of the General Mandate; (iv) the recommendation from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders on the proposed refreshment of the General Mandate; and (v) the notice of EGM.

PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

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

LETTER FROM THE BOARD

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 Latest Practicable Date, 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 and third parties independent of the vendor of the VSA (as defined below) and its associates. 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.

As at the Latest Practicable Date, the Placing Agent has not identified any Placees for the SM Placing yet.

Number of SM Placing Shares

Assuming that there will be no change in the issued share capital of the Company between the Latest Practicable Date and the completion of the SM Placing, the maximum number of SM Placing Shares under the SM Placing represent (i) approximately 21.54% of the issued share capital of the Company of 4,177,587,998 Shares as at the date of the 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.

LETTER FROM THE BOARD

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) a discount of approximately 17.68% to the closing price of HK\$0.164 per Share as quoted on the Stock Exchange on the date of the SM Placing Agreement;
- (b) a discount of approximately 19.64% to the average closing price of HK\$0.168 per Share in the last five trading days prior to the date of the SM Placing Agreement;
- (c) a discount of approximately 49.06% to the closing price of HK\$0.265 per Share as at the Latest Practicable Date; and
- (d) a premium of approximately 440% over the net asset value per Share of approximately HK\$0.025 as at 30 June 2015.

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.

LETTER FROM THE BOARD

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 each of the Placing Agent and 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 7 December 2015 (or such later date as the parties thereto may agree) (“**SM Long Stop Date**”). In the event that the completion of the SM Placing cannot take place on or before 7 December 2015, the Company will use its best endeavours to procure that the SM Placing be completed within a reasonable timeframe i.e. one month from the EGM.

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).

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.

LETTER FROM THE BOARD

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 the 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.

LETTER FROM THE BOARD

The Directors are not aware of the occurrence of any of such events as at the Latest Practicable Date.

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. In relation to the investment in listed securities, it is the intention of the Company to invest in quality and/or blue chip stocks in Hong Kong in general and there is no particular type of industry which the Company will focus on. In relation to the investment in property, it is the intention of the Company to invest in luxurious properties located in Hong Kong. As at the Latest Practicable Date, the Company has not identified any particular investment opportunity.

LETTER FROM THE BOARD

As disclosed in the announcements of the Company dated 30 September 2015 and 27 September 2015 respectively, it is the intention of the Company to use the proceeds to fund CWSI's business for providing margin and IPO financings to its clients and other related area in the future if considered appropriate. The Company would also consider using the proceeds for the repayment of the promissory notes to be issued pursuant to the terms of the VSA to fund other property investment opportunities instead if the VSA could not be completed.

Based on (i) the bank balance of the account(s) maintained by the Company as at 30 September 2015; (ii) the operating lease commitment; (iii) the working capital required to meet the current operation needs of the Company; and (iv) the financial resources available to the Company including internally generated funds, it is expected that the proceeds from the SM Placing and the GM Placing can satisfy the Company's expected funding needs for the next 12 months. As at the Latest Practicable Date, the Company has no current plan to conduct other fund raising activities for the next 12 months.

The Company has also considered alternative fund raising methods such as bank borrowing, rights issue and open offer. After calculating the amount of interest which would be incurred, the Company considered that bank borrowing would impose additional financial burden on the Company. As for rights issue or open offer, the Board is of the view that (i) there is uncertainty as to whether the Company can secure an underwriter to underwrite a rights issue or open offer; (ii) a relatively long period of time will be required to complete a rights issue or open offer; and (iii) a higher cost will be incurred for the engagement of professionals and for the preparation of the relevant documentation and administrative work in the case of a rights issue or open offer. On the contrary, the Placing can be completed within a relatively short period of time subject to the Shareholders' approval and at a lower cost when compared to that of a rights issue or open offer. As such, the Company considered that the Placing is more in the interest of the Company and the Shareholders as a whole and therefore did not proceed with other fund raising methods.

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.

LETTER FROM THE BOARD

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

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

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	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. 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.	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\$29 million has been utilised for the business of CWSI as announced on 30 September 2015 and the balance 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

LETTER FROM THE BOARD

As confirmed by the Directors, the unutilised proceeds raised in the previous fund raising activities will be applied as intended.

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 the Announcement		Immediately upon completion of the GM Placing and as at the Latest Practicable Date		Immediately upon completion of the GM Placing and the SM Placing	
	<i>Number of issued Shares</i>	<i>Approximate Percentage</i>	<i>Number of issued Shares</i>	<i>Approximate Percentage</i>	<i>Number of issued Shares</i>	<i>Approximate Percentage</i>
	Mr. Chen Huaide ("Mr. Chen")	82,920,000	1.99%	82,920,000	1.70%	82,920,000
<i>Public Shareholders</i>						
The Placees	–	–	700,000,000	14.35%	1,600,000,000	27.69%
Other Shareholders	4,094,667,998	98.02%	4,094,667,998	83.95%	4,094,667,998	70.87%
Total:	4,177,587,998	100.00%	4,877,587,998	100.00%	5,777,587,998	100.00%

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

CURRENT GENERAL MANDATE

At the AGM, the Shareholders approved, among other things, an ordinary resolution for granting to the Directors the General Mandate to allot and issue not more than 704,317,599 Shares, being 20% of the entire issued share capital of the Company of 3,521,587,998 Shares as at the date of passing of the relevant resolution.

Reference is made to the Announcement and the announcement of the Company dated 22 October 2015 in relation to among others, the completion of the GM Placing of 700,000,000 GM Placing Shares. On 22 October 2015, a total of 700,000,000 GM Placing Shares were allotted and issued in accordance with the terms and conditions of the GM Placing Agreement. The General Mandate has been utilized as to approximately 99.39% by way of the GM Placing accordingly.

As at the Latest Practicable Date, the Company has not made any refreshment of the General Mandate since the AGM.

LETTER FROM THE BOARD

PROPOSED REFRESHMENT OF THE GENERAL MANDATE

The Company will convene the EGM at which an ordinary resolution will be proposed to the Independent Shareholders that the Directors be granted the general mandate to allot and issue Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant ordinary resolution at the EGM.

As at the Latest Practicable Date, the Company had an aggregate of 4,877,587,998 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the refreshment of the General Mandate and on the basis that no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the EGM, the Company would be allowed to allot and issue up to 975,517,599 Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

The refreshed General Mandate will expire at the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the date by which the next annual general meeting of the Company is required to be held by law or by the Articles; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company prior to the next annual general meeting of the Company.

REASONS FOR THE REFRESHMENT OF THE GENERAL MANDATE

As explained in the paragraph headed “Current General Mandate” above, the General Mandate has been almost fully utilized as at the Latest Practicable Date.

In order to provide additional flexibility to allow the Company to grasp appropriate fund raising opportunities, the Board believes that the refreshment of the General Mandate are in the best interests of the Company and the Shareholders as a whole by maintaining the financial flexibility necessary for the Group’s future business expansion and development as well as to cater for future funding requirement of the Group. The Board considers equity financing to be an important avenue of resources to the Group since it does not create any interest paying obligations on the Group. In appropriate circumstances, the Group will also consider other financing methods such as debt financing or internal cash resources to fund its future business development.

LETTER FROM THE BOARD

The Directors have no concrete plan for raising capital by issuing new Shares other than the SM Placing as detailed herein as at the Latest Practicable Date, and there is currently no concrete proposal presented by potential investors for investment in the Shares. Nevertheless, the Board is now proposing to seek the approval of Independent Shareholders at the EGM for the refreshment of the General Mandate such that, should attractive terms for investment in the Shares become available from potential investors, the Board would be able to respond to the market promptly as fund raising exercise pursuant to a general mandate provides the Company with a more simple and less lead time process than other types of fund raising exercises as well as to avoid the uncertainties in such circumstances that specific mandate may not be obtained in a timely manner. The Directors consider that funding requirements or appropriate investment opportunities may or may not arise at any time prior to the next annual general meeting. If such opportunities arise prior to the next annual general meeting, decisions may have to be made within a limited period of time.

If any potential investors offer attractive terms for investment in the Shares subject to the then market conditions, the Directors will consider and may conduct an equity fund raising exercise by issuing new Shares, the proceeds of which may be used as general working capital and/or supporting the Group's future business development. Announcement(s) will be made by the Company in the event any concrete fund raising plan arises as and when appropriate. There has not been any refreshment of the General Mandate since the AGM.

In view of the above, the Directors consider that the refreshment of the General Mandate is in the best interests of the Company and the Shareholders as a whole.

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee which comprises Mr. Chan Yee Por, Simon, Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah, all being the independent non-executive Directors, has been established to advise the Independent Shareholders on the refreshment of the General Mandate.

Veda Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the General Mandate.

The Independent Board Committee and the Directors, having taken into account the advice of the Independent Financial Adviser, consider that the refreshment of the General Mandate are in the interests of the Company and the Shareholders as a whole and is fair and reasonable so far as the Independent Shareholders are concerned and accordingly recommend the Independent Shareholders to vote in favour of the ordinary resolution which will be proposed at the EGM for approving the refreshment of the General Mandate.

LETTER FROM THE BOARD

The text of the letter from the Independent Board Committee is set out on page 20 of this circular and the text of the letter from the Independent Financial Adviser containing its advice is set out on pages 21 to 31 of this circular.

GENERAL INFORMATION

Your attention is also drawn to the letter of advice from the Independent Financial Adviser set out on pages 21 to 31 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders in connection with the refreshment of the General Mandate and the letter from the Independent Board Committee set out on page 20 of this circular which contains its recommendation to the Independent Shareholders in relation to the refreshment of the General Mandate.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

EGM

A notice convening the EGM of the Company to be held at Room 912, 9/F., New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 3 December 2015 at 11:00 a.m. is set out on pages 32 to 36 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the SM Placing Agreement which is different from other Shareholders. Accordingly, no Shareholders is required to abstain from voting on the resolution approving the SM Placing Agreement and the transactions contemplated thereunder.

Pursuant to the Listing Rules, the refreshment of the General Mandate will be subject to the Independent Shareholders' approval by way of passing an ordinary resolution at the EGM at which any of the controlling Shareholders and their respective associates, or where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executives and all their respective associates shall abstain from voting in favour of the resolution approving the refreshment of the General Mandate.

As at the Latest Practicable Date, there is no controlling Shareholder. Accordingly, the Directors (excluding independent non-executive Directors) and the chief executives and all their respective associates shall abstain from voting in favour of the resolution approving the refreshment of the General Mandate. As at the Latest Practicable Date, save for Mr. Chen who is interested in 82,920,000 Shares, the Directors (excluding the independent non-executive Directors) do not hold any Shares.

The Board has been advised by the Directors (excluding independent non-executive Directors) that they and their respective associates have no intention to vote against the resolution to approve the refreshment of the General Mandate.

The vote of the Independent Shareholders in respect of the refreshment of the General Mandate at the EGM will be taken by way of poll.

Save for Mr. Chen, to the best of the Director's knowledge, information and belief having made all reasonable enquiries, no other Shareholder is required to abstain from voting in favour of the proposed resolution approving the refreshment of the General Mandate at the EGM.

RECOMMENDATIONS

The Directors consider the SM Placing Agreement and the issue of the SM Placing Shares and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the proposed resolution as set out in the notice of EGM approving the SM Placing and the transactions contemplated thereunder.

LETTER FROM THE BOARD

The Directors also consider the proposed refreshment of the General Mandate is in the interests of the Company and the Shareholders as a whole and accordingly recommend the Independent Shareholders to vote in favour of the proposed resolution as set out in the notice of EGM approving the refreshment of the General Mandate.

The Independent Board Committee, having taken into account the advice of the Independent Financial Adviser in relation to the refreshment of the General Mandate, is of the opinion that the refreshment of the General Mandate is in the best interest of the Company and is fair and reasonable so far as the Independent Shareholders are concerned and accordingly recommends the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM for approving the refreshment of the General Mandate.

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

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



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)

17 November 2015

To the Independent Shareholders

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

We refer to the circular of the Company dated 17 November 2015 (the “**Circular**”) of which this letter forms part. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Circular.

We have been appointed by the Board to advise the Independent Shareholders as to whether the terms of the proposed refreshment of the General Mandate are fair and reasonable so far as the Independent Shareholders are concerned. Veda Capital Limited has been appointed as the independent financial adviser to advise us in this respect.

Having considered the advice of Veda Capital Limited and the factors as set out in its letter of advice to us on pages 21 to 31 of the Circular, we are of the opinion that the refreshment of the General Mandate is in the interests of the Company and the Shareholders as a whole and the terms of which are fair and reasonable so far as the Company and the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the refreshment of the General Mandate. Save for the advice from the Independent Financial Adviser and the factors set out in its letter, we have not considered other factors to arrive at the above recommendation.

Yours faithfully,

For and on behalf of the Independent Board Committee

Mr. Chan Yee Por, Simon
*Independent non-executive
Director*

Mr. Siu Siu Ling, Robert
*Independent non-executive
Director*

Mr. Tam Tak Wah
*Independent non-executive
Director*

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the text of the letter of advice from Veda Capital in connection with the refreshment of General Mandate which has been prepared for the purpose of inclusion in this circular.

VEDA | CAPITAL
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Veda Capital Limited
Room 1106, 11/F,
Wing On Centre,
111 Connaught Road Central,
Hong Kong

17 November 2015

*To the Independent Board Committee and the Independent Shareholders of
China For You Group Company Limited*

Dear Sir/Madam,

REFRESHMENT OF GENERAL MANDATE TO ISSUE NEW SHARES

INTRODUCTION

We refer to our appointment to advise the Independent Board Committee and the Independent Shareholders in respect of the refreshment of General Mandate, details of which are set out in the letter from the Board (the “**Board Letter**”) contained in the circular dated 17 November 2015 (the “**Circular**”) to the Shareholders, of which this letter forms part. Terms used herein have the same meanings as those defined in the Circular unless the context requires otherwise.

Pursuant to Rule 13.36(4) of the Listing Rules, any refreshment of general mandate before the next annual general meeting shall be subject to the Independent Shareholders’ approval by way of poll at the general meeting of the Company. Any controlling Shareholders and their associates or where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors) and chief executives of the Company and their respective associates shall abstain from voting in favour of the resolutions for approving the refreshment of General Mandate as required under Rule 13.36(4)(a) of the Listing Rules.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As at the Latest Practicable Date, having made all reasonable enquiries, there is no controlling Shareholder and save for Mr. Chen Huaide (the Chairman of the Company and executive Director) was interested in 82,920,000 Shares, representing approximately 1.70% of the issued share capital of the Company as at the Latest Practicable Date, none of the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates (if any) have any shareholding in the Company. Accordingly, Mr. Chen Huaide shall abstain from voting in favour of the relevant resolutions to approve the refreshment of General Mandate at the EGM according to Rule 13.36(4)(a) of the Listing Rules.

The Independent Board Committee, comprising Mr. Chan Yee Por, Simon, Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah, all being the independent non-executive Directors, has been established to advise the Independent Shareholders as to whether the refreshment of General Mandate is fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, we were not aware of any relationships or interest between Veda Capital and the Company or any other parties that could be reasonably be regarded as hindrance to Veda Capital's independence as defined under Rule 13.84 of the Listing Rules to act as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the refreshment of General Mandate. We are not associated with the Company, its subsidiaries, its associates or their respective substantial shareholders or associates, and accordingly, are eligible to give independent advice and recommendations on the terms refreshment of General Mandate. Apart from normal professional fees payable to us in connection with this appointment as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, no arrangement exists whereby we will receive any fees from the Company, its subsidiaries, its associates or their respective substantial shareholders or associates.

BASIS OF OUR OPINION

In formulating our opinion and advice, we have relied upon accuracy of the information and representations contained in the Circular and information provided to us by the Company, the Directors and the management of the Company. We have assumed that all statements, information and representations made or referred to in the Circular and all information and representations which have been provided by the Company, the Directors and the management of the Company, for which they are solely and wholly responsible, were true at the time they were made and continue to be true as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion and intention made by the Directors in the Circular were reasonably made after due and careful enquiry and were based on honestly-held opinions.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statements in the Circular misleading. We have no reason to believe that any information and representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material facts the omission of which would render the information provided and the representations made to us untrue, inaccurate or misleading. We have not, however, conducted any independent in-depth investigation into the business affairs, financial position or future prospects of the Group, nor have we carried out any independent verification of the information provided by the Directors and the management of the Company.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the refreshment of General Mandate, we have taken the following principal factors and reasons into consideration:

Background

At the AGM held on 30 June 2015, the Shareholders approved, among other things, an ordinary resolution for granting to the Directors the General Mandate to allot and issue not more than 704,317,599 Shares, being 20% of the entire issued share capital of the Company of 3,521,587,998 Shares as at the date of passing of the relevant resolution.

As disclosed in the announcement of the Company dated, 22 September 2015 (the “**Announcement**”), 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; 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.

As announced by the Company on 22 October 2015, the GM Placing was completed on 22 October 2015 and a total of 700,000,000 GM Placing Shares were allotted and issued under the General Mandate, representing approximately 99.39 % of the General Mandate.

As at the Latest Practicable Date, the Company had not made any refreshment of the General Mandate since the AGM and save for 446,739,268 outstanding share options, there are no other outstanding derivatives, options, warrants and conversion rights and other similar rights which are convertible or exchangeable into Shares as at the Latest Practicable Date.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Company will convene the EGM at which ordinary resolution will be proposed to the Independent Shareholders that the Directors be granted the refreshed General Mandate to allot and issue Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant ordinary resolution at the EGM.

As at the Latest Practicable Date, the Company had an aggregate of 4,877,587,998 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the refreshment of General Mandate and on the basis that no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the EGM, the Company would be allowed to allot and issue up to 975,517,599 Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

The refreshed General Mandate will expire at the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by law or by the Articles; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company prior to the next annual general meeting of the Company.

Reasons for the refreshment of General Mandate

The Company is an investment holding company. The Group is now principally engaged in (i) trading and related services; (ii) investment in listed securities and property in Hong Kong; and (iii) 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.

As noted from the Board Letter, in order to provide additional flexibility to allow the Company to grasp appropriate fund raising opportunities, the Board believes that the refreshment of the General Mandate are in the best interests of the Company and the Shareholders as a whole by maintaining the financial flexibility necessary for the Group's future business expansion and development as well as to cater for future funding requirement of the Group.

The Directors have no concrete plan for raising capital by issuing new Shares other than the SM Placing as detailed in the Board Letter as at the Latest Practicable Date, and there is currently no concrete proposal presented by potential investors for investment in the Shares. Nevertheless, the Board is now proposing to seek the approval of Independent Shareholders at the EGM for the refreshment of the General Mandate such that, should attractive terms for investment in the Shares become available from potential investors, the Board would be able to respond to the market

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

promptly as fund raising exercise pursuant to a general mandate provides the Company with a more simple and less lead time process than other types of fund raising exercises as well as to avoid the uncertainties in such circumstances that specific mandate may not be obtained in a timely manner. The Directors consider that funding requirements or appropriate investment opportunities may or may not arise at any time prior to the next annual general meeting. If such opportunities arise prior to the next annual general meeting, decisions may have to be made within a limited period of time.

If any potential investors offer attractive terms for investment in the Shares subject to the then market conditions, the Directors will consider and may conduct an equity fund raising exercise by issuing new Shares, the proceeds of which may be used as general working capital and/or supporting the Group's future business development.

As set out in the Company's unaudited interim report as at 30 June 2015 ("IR 2015"), the Company has directed its resources on exploring opportunities in trading business and related services and treasury business including securities trading and money lending business.

For the trading business, the Company initially focused on the marketing of female cosmetic products, and will gradually expand to other types of products so as to cater for different needs of their members. On the other hand, the Group is optimistic on the economic growth in China and believes 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. The Group's securities trading portfolio comprised of securities listed on the Stock Exchange. The Group identified its investments based on the share price, the gain potential and the future prospect of the investments. As noted from the announcement of the Company dated 25 June 2015, Central Wealth Securities Investment Limited (the "CWSI"), an associate of the Company, has obtained the Stock Exchange Trading Right from the Stock Exchange and licenses from the Securities and Futures Commission to carry out Type 1 (Dealing in Securities) and Type 4 (Advising on Securities) regulated activities. Subject to the approval of participantship from the Stock Exchange on the application as Participantship of the Stock Exchange and Hong Kong Securities Clearing Company Limited, CWSI commences its business in September 2015. CWSI will initially provide brokerage services to clients for trading in securities listed on the Stock Exchange and margin and IPO financings to its clients and will further expand to other related area in future.

In respect of the money lending business, due to the mature of Hong Kong financing market, the demand of loan is expected to increase substantially. 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 and will generate satisfactory revenue for the Group.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

In addition, the Group also diversified the business into Hong Kong property investment and tenancy market which provided stable income for the Group while at the same time the Group expected to have the benefits from the long term appreciation of the price in luxurious properties in Hong Kong. On 17 August 2015, Sky Eagle Global Limited, a wholly owned subsidiary of the Company, entered into the sale and purchase agreement with Great Well Properties Limited, an independent third party, in relation to the acquisition of 10,000 ordinary shares of Metro Victor Limited (the “MVL”) and all obligations, liabilities and debts owing or incurred by MVL by Sky Eagle Global Limited for an aggregate consideration of HK\$210,000,000, of which HK\$80,000,000 will be satisfied in cash and the remaining balance of HK\$130,000,000 shall be satisfied by issuing the promissory notes with a 2-year maturity to Great Well Properties Limited upon completion. The main business of MVL is property investment and investment properties amounted to HK\$400,000,000 was held by the MVL.

As noted from the Board Letter, in relation to the investment in listed securities, it is the intention of the Company to invest in quality and/or blue chip stocks in Hong Kong in general and there is no particular type of industry which the Company will focus on. In relation to the investment in property, it is the intention of the Company to invest in luxurious properties located in Hong Kong. As at the Latest Practicable Date, the Company has not identified any particular investment opportunity.

As advised by the Company, the next annual general meeting is expected to be held in about June 2016, which is approximately 7 months away from the Latest Practicable Date. In order to maintain the flexibility for the Company to procure suitable investors and/or raise further funds through the issue of new Shares for its future business development and expansion and/or pursuing investment opportunities, the Board proposes to seek refreshment of General Mandate for the Directors to issue and allot new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing such resolution.

As set out in IR 2015, the Group recorded a turnover of approximately HK\$128,670,000 for the Period, representing an increase of 529.25% compared with the corresponding period of last year. The increase in turnover was resulted from both the increase in trading business and trading of listed securities.

The loss attributable to owners of the Company as at 30 June 2015 amounted to approximately HK\$5,957,000, a reduction of approximately HK\$2,085,000 or 25.93% when compared to the restated net loss for the corresponding period of last year. As advised by the Company, substantial part of loss was mainly due to the impairment loss recognised in respect of other receivables amounted to HK\$17,616,000 and share-based payments expenses amounted to HK\$1,521,000. The aggregate result of the abovementioned items was HK\$19,137,000.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As set out in IR 2015, the Group recorded total current assets of approximately HK\$118,980,000 as at 30 June 2015 as compared to the year ended 31 December 2014 HK\$86,221,000 and total current liabilities of approximately HK\$30,866,000 compared to HK\$22,901,000 in 2014. The current ratio of the Group, calculated by dividing total current assets by total current liabilities, was about 3.85 as at 30 June 2015 and 3.76 as at 31 December 2014. The Group had total cash and bank balances of approximately HK\$37,762,000 as at 30 June 2015. As advised by the Company, the Group has cash and bank balances of approximately HK\$153,000,000 as at 30 September 2015.

Upon discussion and as understood from the Directors, the Board is optimistic with the property market in Hong Kong and treasury business and the Group will continue to explore business opportunities in relation to these segments. However, the Board considers that the capital requirement for such development and/or reinforcement could be intensive and could possibly exert pressure on the Group's liquidity position, in particular the cash level of the Group as at 30 September 2015. In addition, if and when such investment opportunities arise and provided that if the Group does not have sufficient financial resources to secure such investment, it would have a negative impact on the Group's future business performance and therefore, the Directors consider that the refreshment of General Mandate is fair and reasonable and is in the best interests of the Company and the Shareholders as a whole.

Having considered (i) the General Mandate was almost fully utilized; (ii) the principal business of the Company which requires imminent capital requirement in order to capture the investment opportunities as and when arise; (iii) the cash level of the Group as at 30 September 2015; (iv) the next annual general meeting is expected to be held in about June 2016, which is approximately 7 months away from the Latest Practicable Date; (v) the grant of the refreshed General Mandate can strengthen the capital base and financial position of the Company upon the utilization of the refreshed General Mandate; and (vi) the grant of the refreshed General Mandate shall provide the Directors with greater autonomy and flexibility to respond to the competitive and rapidly changing capital market in a timely manner, we concur with the view of the Directors that the refreshment of General Mandate is fair and reasonable and is in the best interests of the Company and the Shareholders as a whole.

Other financing alternatives

As noted from the Board Letter, the Board considers equity financing to be an important avenue of resources to the Group since it does not create any interest paying obligations on the Group. In appropriate circumstances, the Group will also consider other financing methods such as debt financing or internal cash resources to fund its future business development. However, the ability of the Group to obtain bank borrowings usually depends on the Group's financial position and the then prevailing market condition. Furthermore, such alternative may be subject to lengthy

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

due diligence and negotiations with banks. Given that debt financing will usually incur interest burden on the Group, we are of the view that debt financing to be relatively uncertain and time-consuming as compared to equity financing for the Group to obtain additional funding.

The Directors confirmed that they would exercise due and careful consideration when choosing the best financing method available to the Group such as debt financing and equity financing, including but not limited to, rights issue and open offer. With this being the case, along with the fact that the refreshment of General Mandate will provide the Company an additional alternative and it is reasonable for the Company to have the flexibility in deciding the financing methods for its future business development, we are of the view that the grant of the refreshed General Mandate is in the interests of the Company and the Shareholders as a whole.

Fund raising activities in the past twelve months

Set out below are the fund raising activities conducted by the Company in the past twelve months prior to the Latest Practicable Date:

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	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. 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.	The placing of warrants have been terminated as announced on 4 August 2015

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds
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\$29 million has been utilised for the business of CWSI as announced on 30 September 2015 and the balance 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
22 October 2015	Placing of up to 700,000,000 new Shares at the price of HK\$0.135 per placing share	The net proceeds from the GM Placing amount to approximately HK\$91.0 million	The net proceeds from the GM Placing, together with the net proceeds from the SM Placing, in aggregate of HK\$208 million, 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.	The net proceeds has not been utilized as at the Latest Practicable Date

Save as disclosed herein, the Company has not conducted any other equity fund raising activities in the past twelve months immediately preceding the Latest Practicable Date.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Potential dilution on shareholdings

Set out below is the shareholding structure of the Company as at the Latest Practicable Date and, for illustrative purpose only, the potential dilution effect on the shareholdings upon full utilisation of the refreshed General Mandate assuming that the number of issued Shares remains unchanged between the Latest Practicable Date and the date of the EGM:

Shareholders	As at the Latest Practicable Date		Upon full utilization of the refreshed General Mandate (assuming no other Shares are issued or repurchased by the Company)	
	<i>Number of issued Shares</i>	<i>Approximate Percentage</i>	<i>Number of issued Shares</i>	<i>Approximate Percentage</i>
Mr. Chen Huaide	82,920,000	1.70%	82,920,000	1.41%
<i>Public Shareholders</i>				
The Placees	700,000,000	14.35%		
Other Shareholders	4,094,667,998	83.95%	4,794,667,998	81.92%
Shares to be issued under the refreshed General Mandate	—	—	975,517,599	16.67%
Total:	4,877,587,998	100.00%	5,853,105,597	100.00%

Assuming that (i) the refreshment of the General Mandate is approved at the EGM; (ii) no Shares will be repurchased and no new Shares will be issued from the Latest Practicable Date up to the date of the EGM (both dates inclusive); and (iii) upon full utilisation of the refreshed General Mandate 975,517,599 Shares are to be issued, which represents 20% of the existing issued share capital and approximately 16.67% of the enlarged issued share capital of the Company as at the date after the completion of GM Placing. The aggregate shareholding of the existing public Shareholders will be diluted from 98.3% to approximately 81.92% representing a dilution of approximately 16.38%.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Having considered the refreshment of General Mandate will (i) provide alternative means for the Company to raise capital; (ii) empower the Directors to issue new Shares when necessary, providing the Company the necessary financial flexibility to raise further capital should profitable investment opportunities arise and/or improving the liquidity position of the Group; and (iii) the fact that the shareholding of the Shareholders will be diluted proportionally to their respective shareholdings upon any utilisation of the refreshed General Mandate, we consider such potential dilution to shareholdings of the existing public Shareholders to be justifiable.

RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the opinion that the refreshment of General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the refreshment of General Mandate and we recommend the Independent Shareholders to vote in favour of the ordinary resolution in this regard.

Yours faithfully,
For and on behalf of
Veda Capital Limited
Julisa Fong
Managing Director

Note:

Ms. Julisa Fong is a licensed person under the SFO to engage in Type 6 (advising on corporate finance) regulated activity and has over 19 years of experience in investment banking and corporate finance.

NOTICE OF EGM



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of China For You Group Company Limited (the “**Company**”) will be held at Room 912, 9/F., New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 3 December 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the conditional placing agreement dated 22 September 2015 (as supplemented by the extension letter dated 10 November 2015) (the “**SM Placing Agreement**”) and entered into between the Company as issuer and Skyway Securities Investment Limited as placing agent (the “**Placing Agent**”) in relation to the placing of up to 900,000,000 new shares (the “**Placing Share(s)**”) of HK\$0.001 each in the share capital of the Company in accordance with the terms and conditions of the SM Placing Agreement at the placing price of HK\$0.135 per Placing Share (a copy of which is produced to the Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon, among others, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Placing Shares to be allotted and issued under the SM Placing Agreement, the allotment and issue of the Placing Shares to the relevant placee(s) in accordance with the terms and conditions of the SM Placing Agreement be and are hereby approved and the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company be and is hereby granted with a specific mandate to allot and issue the Placing Shares to the relevant placee(s); and

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- (c) any one Director of the Company be and is hereby authorised to do all such things and acts as he may in his discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the SM Placing Agreement and the transactions contemplated thereunder, including but not limited to the execution all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the allotment and issue of the Placing Shares and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”
2. “**THAT**, to the extent not already exercised, the mandate to allot and issue shares of the Company given to the Directors at the annual general meeting (the “**AGM**”) of the Company held on 30 June 2015 be and is hereby replaced by the mandate **THAT**:
- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Stock Exchange, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under any share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part

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of a dividend on Shares in accordance with the articles of association (the “**Articles**”) of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

- (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
- (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the AGM),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

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“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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

Hong Kong, 17 November 2015

Registered office

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

*Head office and principal place of
business in Hong Kong:*

Room 912, 9/F.
New East Ocean Centre
9 Science Museum Road
Tsim Sha Tsui East, Kowloon
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

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3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.