
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in China For You Group Company Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF THE RETIRING DIRECTORS, REFRESHMENT OF SCHEME MANDATE LIMIT AND NOTICE OF ANNUAL GENERAL MEETING

A letter from the board of directors of China For You Group Company Limited (the “**Company**”) is set out on pages 3 to 9 of this circular. A notice convening an annual general meeting 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 at 11:00 a.m. on 3 June 2015 are set out on pages 18 to 23 of this circular. The proxy form for use at the aforesaid general meeting is enclosed with this circular. Such proxy form is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

Whether or not you intend to attend the annual general meeting, you are requested to complete and return the proxy form in accordance with the instructions printed thereon and deposit the same at the offices of the Company’s branch share registrar 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 practicable but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

28 April 2015

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
Introduction	3
General Mandates to Issue and Repurchase Shares	4
Re-election of the Retiring Directors	4
Refreshment of the Scheme Mandate Limit	5
Voting at the AGM	8
Action to be Taken	8
Recommendation	8
Responsibility Statement	8
Additional Information	9
APPENDIX I – EXPLANATORY STATEMENT	10
APPENDIX II – DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	14
NOTICE OF AGM	18

DEFINITIONS

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

“AGM”	the annual general meeting 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 3 June 2015 at 11:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 18 to 23 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	China For You Group Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with authorised and unissued Shares of up to 20% of the aggregate nominal amount of the issued Shares of the Company as at the date of passing of the relevant resolution
“Latest Practicable Date”	17 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Old Scheme”	the share option scheme adopted by the Company on 2 June 2003 and terminated on 22 February 2012
“Option(s)”	the option(s) to subscribe for Share(s) under the Share Option Scheme
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued Share of the Company as at the date of passing of the relevant resolution
“Scheme Mandate Limit”	the maximum number of Shares that may be issued upon exercise of all Options to be granted under the Share Option Scheme, which shall not exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme or limit refreshment thereof from time to time, as the case may be
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.001 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by Company on 22 February 2012
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers
“%”	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
Lau 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

Principal office of business:

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

28 April 2015

*To the Shareholders, and for information only,
and options holders of the Company*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF THE RETIRING DIRECTORS,
REFRESHMENT OF SCHEME MANDATE LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of (a) the granting to the Directors of the Issue Mandate; (b) the granting to the Directors of the Repurchase Mandate; (c) the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate; (d) the re-election of the retiring Directors; and (e) the refreshment of Scheme Mandate Limit.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, ordinary resolutions will be proposed to grant to the Directors the Issue Mandate and the Repurchase Mandate. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate. Details of these resolutions are contained in the AGM Notice.

As at the Latest Practicable Date, the issued share capital of the Company was 3,285,487,998 Shares. Assuming that there is no change in the issued share capital of the Company during the period between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 657,097,599 Shares and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 328,548,799 Shares.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of eight Directors, namely Mr. Chen Huaide, Mr. Lau Fai Lawrence, Mr. Siu Yun Fat, Mr. Yang Yang, Mr. Yu Qingrui, Mr. Chan Yee Por Simon, Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah.

Pursuant to Article 108(A), Mr. Lau Fai Lawrence and Mr. Siu Yun Fat, shall retire by rotation at the AGM whereas pursuant to Article 112, Mr. Chen Huaide, Mr. Yang Yang and Mr. Yu Qingrui (all were appointed by the Board on 26 September 2014) shall retire at the AGM. All of the above five retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. REFRESHMENT OF THE SCHEME MANDATE LIMIT

At the extraordinary general meeting of the Company held on 22 February 2012, the Company adopted a new Share Option Scheme and the Old Scheme was terminated therefrom. The Share Option Scheme became effective on 22 February 2012 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. Upon termination of the Old Scheme, no further Options under the Old Scheme can be granted but in all other respects the provisions of the Old Scheme shall remain in full force and effect. Therefore, the adoption of new Share Option Scheme will not in any event affect the terms of the grant of such outstanding options that has already been granted under the Old Scheme and shall continue to be valid and subject to the provisions of the Old Scheme.

The Board proposes to seek the approval of the Shareholders to refresh the existing Scheme Mandate Limit. Under the existing Scheme Mandate Limit, the Directors were authorized to grant 328,548,799 Options to subscribe for up to 328,548,799 Shares, representing 10% of the issued share capital of the Company as at the date of the adjourned annual general meeting on 21 July 2014 at which the Scheme Mandate Limit was previously refreshed.

After refreshment of the Scheme Mandate Limit as approved by the Shareholders at last year's adjourned annual general meeting of the Company held on 21 July 2014 and up to the Latest Practicable Date, (i) 301,700,000 Option was granted under the Share Option Scheme, and none of these Options were exercised, cancelled and lapsed and (ii) no Options were exercised, cancelled and lapsed under the Old Scheme.

As at the Latest Practicable Date, (i) Options carrying right to subscribe for up to 301,700,000 Shares have been granted under the Share Option Scheme, and (ii) Options carrying rights to subscribe for up to a total of 1,899,374 Shares remain outstanding under the Old Scheme.

In order to provide the Company with greater flexibility in granting Options to eligible persons (including but not limited to employees and Directors) of the Company under the Share Option Scheme as incentives or rewards for their contribution to the Company, the Board decided to seek the approval from the Shareholders to refresh the Scheme Mandate Limit at the AGM. The refreshment of the Scheme Mandate Limit is in line with the purpose of the Share Option Scheme. The Directors consider that such refreshment of the Scheme Mandate Limit is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Based on 3,285,487,998 Shares in issue as the Latest Practicable Date and assuming no further Shares are repurchased and issued prior to the AGM, upon the approval of the refreshment of the Scheme Mandate Limit at the AGM, the Directors will, apart from the 303,599,374 Options which have already been granted and are still outstanding, be authorized to exercise the powers of the Company to issue 328,548,799 Options to subscribe for a total of 328,548,799 Shares, representing 10% of the total number of Shares in issue as at the AGM. Assuming that the refreshment of the Scheme Mandate Limit is approved at the AGM and taking into account the following:

1. the additional 328,548,799 Shares subject to the Scheme Mandate Limit (as refreshed);
2. the 301,700,000 Shares subject to the Options granted under the Share Option Scheme and yet to be exercised; and
3. the 1,899,374 Shares subject to the Options previously granted under the Old Scheme and yet to be exercised,

the number of the Shares that may be issued under the Options to be granted under the Scheme Mandate Limit (as refreshed) and to be issued under the Options granted and outstanding will be in aggregate 632,148,173 Shares, representing approximately 19.24% of the Shares in issue as at the Latest Practicable Date and is within the 30% of Shares in issue from time to time as required under the Share Option Scheme.

The refreshment of the Scheme Mandate Limit of the Share Option Scheme is conditional upon:

1. the passing of an ordinary resolution at the AGM to approve the refreshment of the Scheme Mandate Limit by the Shareholders, to authorise the Directors to grant Options to subscribe for Shares under the Share Option Scheme and to allot and issue Shares pursuant to the exercise of any options granted under the Share Option Scheme; and
2. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the new Shares to be issued pursuant to the exercise of any Options granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange by the Company for the approval of the listing of and permission to deal in the Shares to be issued upon the exercise of any Options that may be granted under the Share Option Scheme and any other schemes of the Company under the refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD

An ordinary resolution will be proposed at the AGM to approve the refreshment of the Scheme Mandate Limit of the Share Option Scheme in the terms as set out in Resolution No. 5 of the notice of the AGM. In order that the Company could continue to grant Options to selected participants as incentives or rewards for their contribution to the Company, the Directors recommend the Shareholders to vote in favor of this resolution.

Outstanding options

The table below sets out the summary of the outstanding options.

	Date of grant	2014 exercise price <i>HKD</i>	Exercisable period	Outstanding as the Latest Practicable Date
Scheme 2003				
Senior management	2 May 2007	3.6012	2 May 2007 to 1 May 2017	379,874
Employees	2 May 2007	3.6012	2 May 2007 to 1 May 2017	253,250
	30 January 2008	2.4956	30 January 2008 to 29 January 2018	1,266,250
				1,899,374
Scheme 2012				
Director	24 July 2014	0.1164	24 July 2014 to 23 July 2016	32,800,000
Employee	24 July 2014	0.1164	24 July 2014 to 23 July 2016	32,800,000
Consultants	24 July 2014	0.1164	24 July 2014 to 23 July 2016	65,600,000
	1 September 2014	0.1264	1 September 2014 to 31 August 2016	170,500,000
				301,700,000

LETTER FROM THE BOARD

5. VOTING AT THE AGM

According to Rule 13.94(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to vote at the AGM will be taken by way of poll and an announcement will be made after the AGM.

6. ACTION TO BE TAKEN

The AGM Notice is set out on pages 18 to 23 of this circular. A form of proxy for use at the AGM is also enclosed. Whether or not you are able to attend and vote at the AGM, you are requested to read the notice and to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar 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 and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

7. RECOMMENDATION

The Directors consider that Share Issue Mandate, Share Repurchase Mandate, the refreshment of Scheme Mandate Limit and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

8. 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 Company. 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.

LETTER FROM THE BOARD

9. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendices I (Explanatory Statement) and II (Details of the retiring Directors proposed for re-election) of this circular.

Yours faithfully,
On behalf of the Board
Chen Huaide
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 3,285,487,998 Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 328,548,799 Shares, representing 10% of the issued Shares of the Company as at the date of the AGM.

2. SOURCE OF FUNDS

Repurchases of Shares by the Company must be made out of funds which are legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company shall not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Subject to the above, any repurchase of the Shares by the Company may only be made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase, or, subject to Cayman Islands Companies Law, out of capital, provided that on the day immediately following the date of repurchase of the Shares, the Company is able to pay its debts as they fall due in the ordinary course of business.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on the market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the consolidated financial position of the Company as at 31 December 2014, being the date of the latest published audited financial statements of the Company) in the event that the Repurchase Mandate is exercised in full. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARES PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the last twelve months before the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	0.105	0.080
May	0.103	0.070
June	0.780	0.053
July	0.186	0.061
August	0.360	0.114
September	0.500	0.052
October	0.930	0.390
November	1.380	0.760
December	1.020	0.690
2015		
January	0.760	0.375
February	0.460	0.340
March	0.760	0.365
April (up to the Latest Practicable Date)	0.560	0.455

6. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and to the best of knowledge and belief of the Directors, the following persons were directly or indirectly had an interest in 5% or more of the nominal value of the Shares that carry a right to vote in all circumstances at general meetings of the Company:

Name of Shareholder	Number of Shares	Approximate percentage of existing shareholding	Approximate percentage of shareholding if Repurchase Mandate is exercised
Chinese Top Holdings Limited	349,180,000	10.63	11.81
Gold Access Development Limited	274,820,000	8.36	9.29
Chen Ge Zhou	167,500,000	5.10	5.66
Hon Hak Ka	165,040,000	5.02	5.58

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM, the total interests of the above Shareholders would be increased to approximately the respective percentages shown in the last column above. Such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any other consequences, which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

To the best of the knowledge of the Directors, having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

8. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

9. REPURCHASES OF SHARES MADE BY THE COMPANY

The Company has not repurchased any Shares whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

10. GENERAL

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of a company's issued share capital would be in public hands. The Directors do not intend to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

The following are the details of the retiring Directors proposed to be re-elected at the AGM.

Mr Lau Fai Lawrence, Executive Director

Mr. Lau, aged 43, is an executive Director since 28 January 2014. He is currently a practising certified public accountant in Hong Kong, a member of the Institute of Chartered Accountants in England and Wales and a fellow member of the Association of Chartered Certified Accountants in the UK. Mr. Lau graduated from The University of Hong Kong with a bachelor's degree in business administration in 1994 and obtained a master's degree in corporate finance from Hong Kong Polytechnic University in 2007.

Mr. Lau joined BBMG Corporation (listed on the Main Board of the Stock Exchange) (Stock Code: 2009) on 6 August 2008 as joint company secretary and qualified accountant. Since 26 October 2012, Mr. Lau serves as the company secretary of BBMG Corporation.

Before joining BBMG Corporation, Mr. Lau has served as the group financial controller and qualified accountant of Founder Holdings Limited (Stock Code: 418) and PKU Resources (Holdings) Company Limited (previously known as EC-Founder (Holdings) Company Limited) (Stock Code: 618), both companies listed on the Main Board of the Stock Exchange.

Mr. Lau is also an independent non-executive director of Artini China Co. Ltd., (Stock Code: 789) and an independent non-executive director of Titan Petrochemicals Group Limited (Stock Code: 1192), both of these companies are listed on the Main Board of the Stock Exchange.

Mr. Lau has entered into an employment agreement with the Company for an unspecified term but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Subsequent to a review of his duties and responsibilities in the Company by the Remuneration Committee, the monthly remuneration of Mr. Lau has been revised to HK\$32,000 with effect from 1 January 2015.

As at the Latest Practicable Date, Mr. Lau does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. There was no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Lau's re-election and there was no other information that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Siu Yun Fat, *Executive Director*

Mr. Siu, aged 32, is an executive since 28 January 2014 Director and chief executive officer of the Company since 10 October 2014. Mr. Siu obtained a Bachelor of Arts (Honours) degree in Accountancy from the Hong Kong Polytechnic University in November 2004. He has been a member of the Association of Chartered Certified Accountants since October 2008 and the Hong Kong Institute of Certified Public Accountants since February 2009, and has over ten years of experience in auditing, accounting and financial management. Mr. Siu served in various position of local and international accountants firms and securities companies. Save as disclosed, Mr. Siu has not held any directorship in Hong Kong and overseas listed public companies in the last three years.

Mr. Siu has entered into an employment agreement with the Company for an unspecified term but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Subsequent to a review of his duties and responsibilities in the Company by the Remuneration Committee, the monthly remuneration of Mr. Siu has been revised to HK\$73,000 with effect from 1 January 2015.

As at the Latest Practicable Date, Mr. Siu was interested in 32,800,000 share options of the Company within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Siu does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO and there was no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Siu's re-election and there was no other information that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Chen Huaide, *Executive Director*

Mr. Chen, aged 51, is an executive Director since 26 September 2014 and the chairman of the Company since 10 October 2014. Mr. Chen is the chairman of For You Group L.L.C. (美國富佑集團), the parent company of For You Healthcare Technology Company Limited (富迪健康科技有限公司) in Shanghai.

Graduated from the University of Shenzhen with a degree in Business Administration, Mr. Chen is a successful entrepreneur and is recognised as one of China's top ten philanthropist for seven consecutive years since 2007. He is currently the vice-president of China Association of Poverty Alleviation and Development (中國扶貧開發協會) and China Economic Trading Promotion Agency (中國經濟貿易促進會), and a representative for the Guangdong Province to attend the 12th National People's Congress (廣東省第十二屆人大代表). Save as disclosed, Mr. Chen has not held any directorship in Hong Kong and overseas listed public companies in the last three years.

Mr. Chen has entered into an employment agreement with the Company commencing on 26 September 2014 for a term of one year which the Company may renew with Mr. Chen in writing by mutual agreement and he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Chen is entitled to receive a monthly remuneration of HK\$10,000, which, has been reviewed by the Remuneration Committee, was determined by the Board with reference to his responsibilities in the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chen was interested in 82,920,000 Shares, representing approximately 2.52% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Chen does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. There was no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Chen's re-election and there was no other information that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Yang Yang, *Executive Director*

Mr. Yang, aged 30, is an executive Director since 26 September 2014. He has extensive experience in sales and marketing in the PRC. He joined an automobile distributor in Shantou as sales manager after obtaining his diploma in electronic commerce from Guangdong Province Huanan Xinan Polytechnic* (廣東省華南師範新安職業技術學院) in 2007. Mr. Yang subsequently joined a trading company and served as the assistant to the general manager in 2010. In 2011 he joined another trading company that specializes in the trading of precious metals and served as their general manager. Since 2012, Mr. Yang served as the director of sales (銷售總監) of a reputable business entity in Guangdong Province, who is responsible for overseeing the sales and marketing of European automobiles in the Shantou area. Save as disclosed, Mr. Yang has not held any directorship in Hong Kong and overseas listed public companies in the last three years.

Mr. Yang has entered into an employment agreement with the Company commencing on 26 September 2014 for a term of one year which the Company may renew with Mr. Yang in writing by mutual agreement and he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Yang is entitled to receive a monthly remuneration of HK\$10,000, which, has been reviewed by the Remuneration Committee, was determined by the Board with reference to his responsibilities in the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Yang does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO. There was no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Yang's re-election and there was no other information that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

* For identification purposes only

APPENDIX II**DETAILS OF THE RETIRING DIRECTORS
PROPOSED FOR RE-ELECTION**

Mr. Yu Qingrui, Executive Director

Mr. Yu, aged 43, is an executive Director since 26 September 2014. He specializes in property investment and trading business in the PRC. After graduating from high-school in 1989, Mr. Yu joined the shipping and trading business in the PRC. He was the general manager of a shipping company before he became a private investor in 2003. In 2011, Mr. Yu joined a marketing and management firm in Shanghai and served as their property investment manager. Save as disclosed, Mr. Yu has not held any directorship in Hong Kong and overseas listed public companies in the last three years.

Mr. Yu has entered into an employment agreement with the Company commencing on 26 September 2014 for a term of one year which the Company may renew with Mr. Yu in writing by mutual agreement and he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Yu is entitled to receive a monthly remuneration of HK\$10,000, which, has been reviewed by the Remuneration Committee, was determined by the Board with reference to his responsibilities in the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Yu was interested in 32,800,000 share options of the Company within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Yu does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company nor does he have any interests in the securities of the Company within the meaning of Part XV of the SFO and there was no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Yu's re-election and there was no other information that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

DIRECTORS' EMOLUMENTS

The amounts of emoluments received in 2014 by the re-elected Directors are set out in the table below:

	Salaries and allowances	Contributions to retirement benefits scheme	Share-based payments	Total
	<i>HKD'000</i>	<i>HKD'000</i>	<i>HKD'000</i>	<i>HKD'000</i>
Name				
Mr. Lau Fai Lawrence	506	14	–	520
Mr. Siu Yun Fat	957	14	549	1,520
Mr. Chen Huaide	32	–	–	32
Mr. Yu Qingrui	32	–	–	32
Mr. Yang Yang	32	–	–	32
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

NOTICE OF AGM



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 IS HEREBY GIVEN that an annual general 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 Monday, 3 June 2015 at 11:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2014.
2. To re-elect the retiring directors of the Company and to authorise the Board of Directors of the Company to fix the directors’ remuneration.
3. To re-appoint ZHONGLEI (HK) CPA Company Limited as auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration.
4. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions of the Company:

(A) “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorised and unissued ordinary shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into ordinary shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into ordinary shares of the Company) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of options under a share option scheme of the Company;
 - (iii) the exercise of rights of subscription or conversion under the terms of any securities issued by the Company which are convertible or exercisable into shares of the Company; or
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the Article of the Company from time to time;

shall not exceed 20% of the aggregate nominal amount of the issued ordinary share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF AGM

- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Article of the Company or any applicable laws to be held.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

(B) **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its ordinary shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the ordinary shares of the Company to be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the issued ordinary share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF AGM

- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Article of the Company or any applicable laws to be held."
 - (C) "**THAT** conditional upon the passing of the resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution numbered 4(A) of the Notice be and is hereby extended by the addition to the aggregate nominal amount of the ordinary shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the ordinary shares repurchased by the Company pursuant to the general mandate referred to in the resolution numbered 4(B) of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution."
5. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions of the Company:
- "**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company pursuant to an ordinary resolution of the shareholders of the Company passed on 22 February 2012 ("**Share Option Scheme**"), representing 10 per cent. of the issued share capital of the Company as at the date on which this resolution is passed, pursuant to the rules of the Share Option Scheme:
- (a) approval be and is hereby granted for refreshing the 10 per cent. limit under the Share Option Scheme ("**Refreshed Scheme Mandate**") provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company or its subsidiaries under the limit as refreshed hereby shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date on which this resolution is passed (options previously granted under the Share Option

NOTICE OF AGM

Scheme and any other share option schemes of the Company or its subsidiaries (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company or its subsidiaries) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and

- (b) the directors of the Company or a duly authorised committee thereof be and is/are hereby authorised: (i) at its/their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

By Order of the Board

Lau Cheuk Pun

Company Secretary

Hong Kong, 28 April 2015

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

NOTICE OF AGM

Notes:

1. A member of the Company entitled to attend and vote at the AGM convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives of the meeting and vote in its stead.
2. In order to be valid, proxy form, together with the power of attorney (if required by the Board) or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar 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 for holding the AGM or adjourned meeting.
3. Completion and deposit of the proxy form will not preclude a member of the Company from attending and voting in person at the AGM convened or any adjourned meeting and in such event, the proxy form will be deemed to be revoked.
4. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled to vote, but if more than one of such joint holders are present at the AGM, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the name stands first on the registrar of members of the company in respect of the joint holding.