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 licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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)

VERY SUBSTANTIAL ACQUISITION: THE ACQUISITION OF THE ENTIRE EQUITY INTEREST OF METRO VICTOR LIMITED AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary 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 Monday, 23 November 2015 at 11:00 a.m. is set out on pages 101 to 102 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed with this circular, which is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company.

Whether or not you are able to attend the extraordinary general meeting, you are advised to read the notice and to complete and return the form of proxy, in accordance with the instructions printed thereon and return it 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 later than 48 hours before the time fixed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

23 October 2015

CONTENTS

DEFINITIONS

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

"Acquisition"	the acquisition by the Purchaser of the Sale Shares and the Sale Loan subject to and upon the terms and conditions of the Sale and Purchase Agreement
"associates"	has the meaning ascribed to this term under the Listing Rules
"Bank Loan"	the outstanding bank loan owed by the Target Company to banks, which shall not exceed HK$190,000,000 upon Completion
"Board"	the board of Directors from time to time
"Business Day"	a day (other than 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 the main board of the Stock Exchange
"Completion"	completion of the Acquisition in accordance with the Sale and Purchase Agreement
"Directors"	directors of the Company
"EGM"	the extraordinary general meeting of the Company to be held and convened to consider and approve the Acquisition
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and connected persons of the Company in accordance with the Listing Rules

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China
"Promissory Note"	the promissory note in the principal amount of HK$130,000,000 in the agreed form to be executed by the Purchaser for the purpose of settling part of the consideration of the Sale Shares and the Sale Loan
"Property"	the property located at No. 2, Lincoln Road, Kowloon, Hong Kong
"Purchaser"	Sky Eagle Global Limited, purchaser to the Sale and Purchase Agreement, a company incorporated in the British Virgin Islands and a wholly owned subsidiary of the Company
"Sale and Purchase Agreement"	the sale and purchase agreement dated 17 August 2015 and entered into between the Vendor and the Purchaser for the sale and purchase of the Sale Shares and the Sale Loan
"Sale Shares"	10,000 ordinary shares in the issued share capital of the Target Company, representing the entire issued share capital of the Target Company
"Sale Loan"	all obligations, liabilities and debts owing or incurred by the Target Company to the Vendor and its associates on or at any time prior to Completion whether actual, contingent or deferred and irrespective of whether the same is due and payable on Completion
"Shareholders"	holders of the Shares
"Shares"	ordinary shares of HK$0.001 each in the capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Company"	Metro Victor Limited, a company incorporated in Hong Kong with limited liability and is wholly owned by the Vendor as at the date of this announcement

"Tenancy Agreement"	the tenancy agreement to be entered into among the Target Company as landlord and the Vendor (or such other tenant as nominated by the Vendor) as tenant pursuant to which the tenant shall agree to rent the Property at the monthly rental of HK$450,000
"Vendor"	Great Well Properties Limited, a company incorporated in Hong Kong with limited liability
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

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

Independent non-executive Directors:
Chan Yee Por Simon
Siu Siu Ling, Robert
Tam Tak Wah

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

23 October 2015

To the Shareholders

Dear Sir or Madam,

VERY SUBSTANTIAL ACQUISITION: THE ACQUISITION OF THE ENTIRE EQUITY INTERESTS OF METRO VICTOR LIMITED

INTRODUCTION

The Board announced that on 17 August 2015 (after trading hours), the Purchaser, a wholly owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Vendor in relation to the acquisition of the Sale Shares and the Sale Loan by the Purchaser 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 will be satisfied by issuing the Promissory Notes to the Vendor upon Completion.

As certain percentage ratios exceed 100%, the Acquisition constitutes a very substantial acquisition on the part of the Company under Chapter 14 of the Listing Rules and is subject to, among others, the approval of the Shareholders at the EGM.

The purpose of this circular is to provide you with further details of the Acquisition, the accountants' report on the Target Company, the valuation report on the Property and the notice of EGM.

SALE AND PURCHASE AGREEMENT

Date: 17 August 2015 (after trading hours)

Parties: (1) The Vendor

(2) The Purchaser

The Vendor is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holding. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor and its ultimate beneficial owner are Independent Third Parties and save for holding the Target Company, the Vendor does not have other significant assets. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the ultimate beneficial owner of the Vendor is a merchant.

The ultimate beneficial owner of the Vendor was known to the Directors during previous business occasions.

The Purchaser is a wholly owned subsidiary of the Company incorporated in the British Virgin Islands and is principally engaged in investments holding.

Asset to be acquired:

Pursuant to the Sale and Purchase Agreement, the Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell (i) the Sale Shares comprising an aggregate of 10,000 ordinary shares in the share capital of the Target Company, representing 100% of the entire issued share capital of the Target Company; and (ii) the Sale Loan.

The Target Company is a company incorporated in Hong Kong with limited liability and is principally engaged in property investment. The only significant asset of the Target Company is the Property. The Target Company also holds certain furniture and fixtures in the Property but no other real estates.

Consideration:

The total aggregate consideration for the Acquisition is HK$210,000,000, which shall be satisfied by the Purchaser in the following manner:

(a) as to HK$20,000,000, being the deposit (the "**Initial Deposit**") and the part payment towards the consideration for the sale and purchase of the Sale Shares and the Sale Loan, shall be payable by the Purchaser to the Vendor within five Business Days from the date of signing of the Sale and Purchase Agreement;

(b) as to HK$40,000,000, being the further deposit (the "**Further Deposit**", together with the Initial Deposit as the "**Deposit**") and the part payment towards the consideration for the sale and purchase of the Sale Shares and the Sale Loan, shall be payable by the Purchaser to the Vendor within three months from the date of signing of the Sale and Purchase Agreement or within five Business Days after the approval by the Shareholders at the EGM having been obtained, whichever is later;

(c) HK$20,000,000 shall be payable by the Purchaser to the Vendor upon Completion; and

(d) as to the remaining balance of HK$130,000,000, which shall be payable by the Purchaser by issuing the Promissory Notes in the principal amount of HK$130,000,000 to the Vendor upon Completion.

The total aggregate consideration for the Acquisition was determined after arm's length negotiations between the parties to the Sale and Purchase Agreement with reference to, among others, (i) the property valuation of the Property of HK$400,000,000; and (ii) the outstanding Bank Loan of the Target Company upon Completion which shall not exceed HK$190,000,000. The Directors (including the independent non-executive Directors) consider the total aggregate consideration of the Acquisition to be fair and reasonable and on normal commercial terms and are in the interests of the Company and the Shareholders as a whole. As at 31 August 2015, the outstanding amount of the Bank Loan amounts to approximately HK$189,687,000. The cash consideration of HK$80 million will be funded by way of the internal resources of the Group and the proceeds from the placing as announced on 26 June 2015.

Reference is also made to the announcement of the Company dated 22 September 2015 in relation to the placing of up to 700,000,000 placing Shares under general mandate and the placing of up to 900,000,000 placing Shares under specific mandate at the placing price of HK$0.135 per placing share (the "**Placings**"). It is expected that the maximum gross proceeds and net proceeds from the Placings will be approximately HK$216 million and HK$208 million respectively. Part of the net proceeds from the Placings as to approximately HK$130 million are intended to be applied toward for the repayment of the Promissory Notes to be issued pursuant to the terms of the Acquisition. For the avoidance of doubt, the Acquisition and the Placings are not inter-conditional upon each other and the Group will proceed with the Acquisition in accordance with the terms and conditions of the Sale and Purchase Agreement irrespective of whether the Placings would be completed or not. Please refer to the announcement of the Company dated 22 September 2015 for further details of the Placings.

Please refer to Appendix V in respect of the valuation report on the Property.

The Promissory Notes

The terms of the Promissory Notes have been negotiated on an arm's length basis and the principal terms of which are summarised below:

Issuer

The Purchaser

Principal amount

HK$130,000,000

Interest

The Promissory Notes will carry interest at the interest rate of 2% per annum. Interest shall be payable semi-annually in arrears.

The interest rate was determined after arm's length negotiations with reference to the lending rate of loans of financial institutions.

Maturity

A fixed term of two years from the date of issue of the Promissory Notes.

Early repayment

The Purchaser could, at its option, early repay the Promissory Notes with outstanding interest accrued thereon in whole or in part in integral multiples of principal amount of HK$1 million by giving a prior ten Business Days' written notice to the Vendor.

Transferability

The Promissory Notes are transferrable in integral multiples of principal amount of HK$1 million.

Conditions

The Acquisition is conditional upon the satisfaction (or waiver, as the case may be) of the following:

(a) the Purchaser being satisfied with the results of the due diligence review in particular the review of the assets, liabilities, operations and affairs of the Target Company (including but not limited to the Property) as the Purchaser may reasonably consider appropriate;

(b) the Purchaser being satisfied that there are no title defects to the Property in accordance with Section 13 and Section 13A of the Conveyancing and Property Ordinance (Cap. 219);

(c) production of written evidence by the Vendor to the satisfaction of the Purchaser that all debts and liabilities of the Target Company (other than the Sale Loan and the Bank Loan which shall not exceed HK$190,000,000 and other normal accruals in the ordinary course of business of the Target Company and acceptable by the Purchaser) having been discharged, released, waived or extinguished;

(d) all necessary consents and approvals required to be obtained on the part of the Purchaser, the Vendor and the Target Company in respect of the Sale and Purchase Agreement and the transactions contemplated thereby having been obtained and remain in full force and effect;

(e) the passing by the Shareholders who are entitled to vote and not required to be abstained from voting under the Listing Rules at a general meeting of the Company to be convened and held of the necessary ordinary resolution(s) to approve the Sale and Purchase Agreement and the transactions contemplated thereby, and all other consents and acts required to be obtained by the Purchaser under the Listing Rules and/or other applicable laws and regulations having been obtained and completed or, as the case may be, the relevant waiver from compliance with any of such rules having been obtained from the Stock Exchange;

(f) the warranties provided by the Vendor under the Sale and Purchase Agreement remaining true, accurate and complete in all respects;

(g) the obtaining of a valuation report (in form and substance satisfactory to the Purchaser) from a firm of independent professional valuer appointed by the Purchaser showing the valuation of the Property to be not less than HK$400 million;

(h) the despatch of the circular by the Company in respect of the Acquisition as required under the Listing Rules; and

(i) the Purchaser being satisfied that there has not been any material adverse change in respect of the Target Company since the date of the Sale and Purchase Agreement.

The Purchaser may at any time at its absolute and sole discretion waive in writing the conditions (a), (b), (f) and/or (i) (in whole or in part) set out above. The other conditions set out above are incapable of being waived. The Purchaser has no current intention to waive any conditions. If the conditions set out above have not been satisfied on or before 31 December 2015, or such later date as the Vendor and the Purchaser may agree in writing (the "**Long Stop Date**"), subject to the refund of Deposit to the Purchaser without any interest, the Sale and Purchase Agreement shall cease and terminate and neither party shall take any action to claim for damages or to enforce specific performance or any other rights and remedies thereafter.

As at the Latest Practicable Date, except for condition (g), none of the other conditions have been fulfilled.

Completion

Completion is expected to take place on the fifth Business Day after the fulfilment (or waiver) of the conditions (or such later date as the parties to the Sale and Purchase Agreement may agree) mentioned above.

Upon Completion, the Target Company will become an indirect wholly owned subsidiary of the Company and the financial results of the Target Company will be consolidated with the Group. The Target Company will upon Completion enter into of the Tenancy Agreement with the Vendor to lease the Property to the Vendor.

The Tenancy Agreement

Date:	Upon Completion of the Acquisition
Parties:	(1) The Target Company as landlord
	(2) the Vendor or such other tenant as to be nominated by the Vendor as tenant

To the best of the Directors' knowledge and information, the Vendor has no current intention to nominate any other tenant. Any tenant to be nominated by the Vendor as tenant will be Independent Third Parties.

Principal terms of the Tenancy Agreement

Pursuant to the Tenancy Agreement, the Vendor as tenant has agreed to rent and the Target Company has agreed to let the Property on the following terms:-

Rental:

HK$450,000 per month for two years

Term:

1 year for fixed term with an option to rent the Property for the next 12 months

Deposit:

HK$900,000, equivalent to 2 months rent and payable upon the date of the Tenancy Agreement

Commencement Date:

Upon Completion of the Acquisition

Rates and government rent shall be paid by the Target Company.

The monthly rental was determined with reference to the market rent for similar properties in the area similar to the Property. The Directors consider that the rent is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE TARGET COMPANY AND THE PROPERTY

The Target Company is a company incorporated in Hong Kong with limited liability and is principally engaged in property investment. Immediately prior to the entering into of the Sale and Purchase Agreement, the Target Company is wholly owned by the Vendor. After Completion, the Purchaser shall be interested in the entire issued share capital of the Target Company.

The Target Company is currently holding the Property located at No. 2, Lincoln Road, Kowloon, Hong Kong. The Property is a house with gross floor area of approximately 6,702 sq. ft. and saleable area of approximately 6,659 sq. ft. The Property comprises a 3-storey garden house with a swimming pool on ground floor with internal staircase and a lift. The Property is currently used for domestic purpose and is occupied by the ultimate beneficial owner of the Vendor and his family. Based on the land search record, the Property was acquired by the Target Company in 2010 at a consideration of HK$160,000,000.

Set below is the financial information of the Target Company:

	For the year ended 31 December 2013	**For the year ended 31 December 2014**
	HK$	*HK$*
	(Audited)	(Audited)
Profit before taxation	21,496,871	1,361,933
Profit after taxation	21,496,871	1,361,933
Net asset value	161,548,846	162,910,779

The decrease in profit of the Target Company for the year ended 31 December 2014 as compared to that for the year ended 31 December 2013 was primary due to the decrease in revaluation gain arising from the change in fair value of the Property in the year of 31 December 2014. The Target Company did not record any revenue for the years ended 31 December 2013 and 2014 and the profit of the Target Company for the years ended 31 December 2013 and 2014 were mainly due to revaluation gain arising from the change in fair value of the Property.

REASONS FOR THE ACQUISITION

The Group is now principally engaged in (a) trading and related services; (b) investment in listed securities in Hong Kong; and (c) money lending business in Hong Kong. With the Acquisition, the Group will also engage in property investment in Hong Kong.

As at the Latest Practicable Date, though the Company will review its business portfolio from time to time, the Company has no current intention to dispose of or terminate or scale down of the Group's existing businesses. While the Group intends to continue to develop and expand its existing businesses, there is no current intention to inject any other new business apart from the Acquisition. The Company is actively seeking appropriate equity fund raising opportunities since the lapse of the warrant placing as announced on 4 August 2015 in order to strengthen its financial position and broaden its capital base for future business development of the Group but except for the placing of new Shares as announced on 22 September 2015, no understanding, agreement or arrangement has been reached as at the Latest Practicable Date.

The Directors have always been proactive in seeking opportunities for diversifying of the scope of business of the Group and are optimistic to the future development of the Hong Kong property market. The Directors considered that the Acquisition represents an opportunity to participate in the Hong Kong property market and the Tenancy Agreement will provide stable income for the Group while at the same time the Group will have the benefits from the long term appreciation of the price in luxurious properties in Hong Kong.

While the annual interest rate for the Promissory Note is higher than the annual return from the Tenancy Agreement, it is noted that the actual cash flow from the annual rental of HK$5.4 million is more than the annual interest expense of the Promissory Note of HK$2.6 million. Further, the monthly rental was determined with reference to the market rate and the Directors consider that the monthly rental is fair and reasonable.

The Enlarged Group plans to renew the Bank Loans such that the Bank Loans would be without demand clause and the negotiations are in progress. While the lending bank would have such right to demand for immediate repayment of the Bank Loans, the Company is of the view that such risk would be relatively remote since it is expected that the Target Company will continue to repay the bank loans timely.

Based on the working capital forecast and the resources of the Enlarged Group, it is also expected that the Enlarged Group will have sufficient working capital for the next 12 months from the date of this circular. As such, the Company is of the view that the risk of immediately demand for repayment of the Bank Loans would be relatively low.

The Directors are optimistic to the property market in Hong Kong. It is noted that under the Acquisition Agreement, the Group need not to pay the entire consideration sum in cash at Completion and this will allow the Group to have cash reserves and flexibility for its future business development.

In view of the rental income from the Tenancy Agreement with the possibility of future long term appreciation in value of the Property, the Directors believe that it is an appropriate time to invest in the Property, and the Directors (including the independent non-executive Directors) consider that the terms and conditions of the Sale and Purchase Agreement are reasonable and fair and in the interests of the Shareholders as a whole.

FINANCIAL EFFECTS OF THE ACQUISITION

Upon Completion, the Target Company will become an indirect wholly-owned subsidiary of the Company. The financial results of the Target Company will be consolidated with those of the Group in accordance with applicable accounting standards.

Effect on assets and liabilities

According to the unaudited pro forma financial information of the Enlarged Group as set out in Appendix IV to this circular, assuming that Completion had taken place on 30 June 2015, the total assets would increase by approximately HK$485,972,000 to HK$605,491,000. The total liabilities would increase by approximately HK$320,972,000 to approximately HK$351,838,000.

Effect on earnings

In light of the future income from the Tenancy Agreement and the potential appreciation in value of the Property, the Directors are of the view that the Acquisition will be likely to have a positive impact on the future earnings of the Enlarged Group in the long run.

FINANCIAL AND TRADING PROSPECTS OF THE ENLARGED GROUP

The management of 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 so as to create long-term value for its Shareholders. The Board believes that the business performance of the Group will be further improved.

In respect of the trading business, the Group will continue to explore its trading business by diversifying its products portfolio.

In respect of the securities trading, 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.

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.

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

The Directors have always been proactive in seeking opportunities for diversifying of the scope of business of the Group and are optimistic to the future of Hong Kong property market. The Directors considered that the Acquisition represents an investment opportunity to participate in Hong Kong property investment market and the tenancy agreement will provide stable income for the Group while at the same time the Group will have the benefits from the long term appreciation of the price in luxurious properties in Hong Kong.

The Directors are optimistic to the property market in Hong Kong. It is noted that under the Acquisition Agreement, the Group need not pay the entire consideration sum in cash at completion and this will allow the Group to have cash reserves for its future business development.

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

LISTING RULES IMPLICATIONS

The Acquisition constitutes a very substantial acquisition on the part of the Company under the Listing Rules and is therefore subject to reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

EGM

The EGM will be held on at Room 912, 9/F, New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 23 November 2015 at 11:00 a.m., for the purpose of considering, and if thought fit, approving the Sale and Purchase Agreement and the transactions contemplated thereunder. A notice convening the EGM is set out on pages 101 to 102 of 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 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 later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM if you so wish.

As no Shareholder has an interest in the Sale and Purchase Agreement that is materially different from other Shareholders, no Shareholder is required to abstain from voting at the EGM in respect of the Sale and Purchase Agreement and the transactions contemplated thereunder.

RECOMMENDATION

The Directors consider the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder including but not limited to the Tenancy Agreement, the creation and issue of the Promissory Notes and the transfer of the outstanding Bank Loan upon Completion are fair and reasonable and are in the interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM for approving the Sale and Purchase Agreement and the transaction contemplated thereunder.

FURTHER INFORMATION

Your attention is also drawn to the additional information as set out in the appendices to this circular.

By order of the Board
CHINA FOR YOU GROUP COMPANY LIMITED
Chen Huaide
Chairman

I. FINANCIAL SUMMARY

The financial information of the Group for (i) the year ended 31 December 2012 is disclosed in the annual report of the Company for the year ended 31 December 2012 published on 29 April 2013, from pages 24 to 91; (ii) for the year ended 31 December 2013 is disclosed in the annual report of the Company for the year ended 31 December 2013 published on 29 April 2014, from pages 24 to 87; (iii) the year ended 31 December 2014 is disclosed in the annual report of the Company for the year ended 31 December 2014 published on 27 April 2015, from page 26 to 91, and (iv) the six months ended 30 June 2015 is disclosed in the interim report of the Company for the six months ended 30 June 2015 published on 23 September 2015, from page 14 to 36, all of which have been published on the website of the Stock Exchange (www.hkex.com.hk) and the website of the Company (http://www.chinaforyou.com.hk).

II. INDEBTEDNESS

As at the close of business on 31 August 2015, being the latest practicable date for the purpose this indebtedness statement, the indebtedness of the Enlarged Group was as follows:

The Group

Security and guarantees

At the close of business on 31 August 2015, there were no charges against the Group's assets.

Commitments

At the close of business on 31 August 2015, the Group had total future minimum lease payments under non-cancelable operating leases in respect of rented premises amounting to approximately HKD2,858,000.

Contingent liabilities

Litigation

Details of the litigation are set out under the section headed "Litigation" in Appendix VII to this circular.

The Target Company

Bank borrowings

At the close of business on 31 August 2015, the Target Company had outstanding bank borrowings of approximately HKD189,687,000, which contained a clause that gave the lender the right to demand repayment without notice period of 12 months, and were secured by the Target Company's investment property. The Target Company's secured bank borrowings bear interest at range of HKD Prime Rate – 1.75% and HIBOR (1 month) + 2% per annum.

Other borrowings

At the close of business on 31 August 2015, the Target Company had outstanding amount due to immediate holding company of the Target Company of approximately HKD6,667,000, of which was unsecured, interest free and repayable on demand.

Save as aforesaid or as otherwise mentioned herein, and apart from intra-group liabilities, the Enlarged Group did not have any outstanding borrowings, mortgages, charges, debentures, loan capital and overdraft, debt securities or other similar indebtedness, finance lease or hire purchase commitment, liabilities under acceptances or acceptance credits or any guarantees or other material contingent liabilities as at the close of business on 31 August 2015, being the latest practicable date for the purpose of this statement of indebtedness prior to printing of this circular.

Save as aforesaid, the Directors are not aware of any material changes in the indebtedness, contingent liabilities and commitments of the Enlarged Group since 31 August 2015, the date to which the indebtedness statement is made and up to the Latest Practicable Date.

Save as aforesaid or as otherwise mentioned herein, and apart from intra-group liabilities, the Enlarged Group did not have any outstanding borrowings, mortgages, charges, debentures, loan capital and overdraft, debt securities or other similar indebtedness, finance leases or hire purchase commitment, liabilities under acceptances or acceptance credits or any guarantees or other material contingent liabilities as at the close of business on 31 August 2015, being the latest practicable date for the purpose of this statement of indebtedness prior to printing of this circular.

Save as aforesaid, the Directors are not aware of any material changes in the indebtedness, contingent liabilities and commitments of the Enlarged Group since 31 August 2015, the date to which the indebtedness statement is made and up to the Latest Practicable Date.

III. WORKING CAPITAL

As at the Latest Practicable Date, The Directors are of the opinion that, in the absence of unforeseeable circumstances and after taking into account the Enlarged Group's financial resources, including internally generated funds and presently available credit facilities, the Enlarged Group has sufficient working capital for its present requirements for the next twelve months from the date of this circular.

IV. MATERIAL ADVERSE CHANGE

The Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2014, the date to which the latest audited financial statements of the Group were made up.

V. MANAGEMENT DISCUSSIONS AND ANALYSIS OF THE GROUP

MANAGEMENT DISCUSSION AND ANALYSIS OF THE GROUP FOR THE YEAR ENDED 31 DECEMBER 2012

Review of results

The Group recorded a consolidated net loss attributable to owners of the Company of approximately RMB85,690,000 for the year ended 31 December 2012.

Business review

The Company is an investment holding company. The Group is principally engaged in the manufacture and sale of tinplate cans for the packaging of beverage in Shanxi, the People's Republic of China (the "PRC") and the Group is also engaged in the trading of metal during the year ended 31 December 2012.

The year of 2012 was a challenging and difficult year for the Company's tinpate cans business. Slowing down of the economic growth of the PRC and deterioration of the PRC economy affected the demand for beverages and a number of customers of the Group fall into financial difficulties which had an impact on the performance of the Group for the year ended 31 December 2012.

For the year ended 31 December 2012, the Group's total revenue, which was generated from manufacture and sale of tinplate cans for the packaging of beverages, was approximately RMB74,085,000 (2011: RMB142,311,000), representing a decrease of approximately 47.94% as compared to last year which was due to a decrease in sales volume of tinplate cans. The Group's new business segment of metal trading had not yet generated any turnover to the Group during the year under review.

The Group recorded a decrease in gross profit margin to 12.43% for the year ended 31 December 2012 (2011: 18.71%) due to the average fixed cost of production per unit increased with a decrease in sales volume.

Compared with a consolidated net profit of approximately RMB157,518,000 for the year ended 31 December 2011 which included a gain from restructuring of approximately RMB161,733,000, the consolidated net loss attributable to owners of the Company ("Shareholders") amounted to approximately RMB85,690,000 for the year ended 31 December 2012. The loss of the Group for the year ended 31 December 2012 was mainly due to decrease in turnover, the Company did not record any gain from restructuring, increase in administrative expenses and overhead from approximately RMB3,439,000 in 2011 to approximately RMB15,933,000 in 2012, impairment loss on trade receivables of approximately RMB24,014,000 and impairment loss recognised in respect of property, plant and equipment of approximately RMB51,911,000.

Although the Group continued to be cautious in controlling its cost of production and overheads in the year ended 31 December 2012, after completion of the restructuring of the Group and the discharge of the provisional liquidators of the Company (the "Provisional Liquidators") in November 2011, the Company resumed its normal operation in Hong Kong and incurred increased overhead and administrative expenses in the year of 2012.

During the year ended 31 December 2012, a number of overdue debtors have financial difficulties and despite the Group's repeated requests for settlement in full, they have offered to settle their outstanding debts at a discount. The Group had followed up with the overdue debtors closely for settlement of the overdued trade receivables and negotiated on the payment schedule. After considering their requests and various possible actions that can be taken, the Group has provided specific provision of approximately RMB24,014,000 for the year ended 31 December 2012. The Group does not hold any collateral over these balances. As at 31 December 2012, the trade and other receivables amount to approximately RMB36,981,000. The Group does not hold any collateral for all of its trade receivables as at 31 December 2012. Details of the trade and other receivables of the Group at the year end date are set out in note 19 to the consolidated financial statements of the Group for the year ended 31 December 2012. As at the date of this report, the overdue trade receivables remain outstanding.

For the year ended 31 December 2012, the directors of the Company (the "Directors"), after taking into account the economic condition and industrial development prospect, had considered that the significant decrease in revenue during the year indicated impairment loss for the Group's property, plant and equipment. In addition, some exterior structures of the Group's factory in Shanxi, the PRC collapsed and was demolished during the year. As such, the Company conducted an impairment review on the carrying amounts of the property, plant and equipment. The Company appointed an independent professional valuer to perform a valuation on the property, plant and equipment as at 31 December 2012, thus, a total impairment loss of approximately RMB51,911,000 has been made according to the excess of the aggregate carrying amounts of the property, plant and equipment as at 31 December 2012 over the recoverable amount based on the valuation report dated 22 March 2013.

Basic loss per ordinary share ("Share") was approximately RMB0.26 for the year ended 31 December 2012 (2011: profit RMB1.29 per Share).

Financial review

Liquidity, Financial Resources and Funding

At 31 December 2012, the Group had net current assets of approximately RMB45,592,000 (2011: RMB73,543,000) and liquid assets comprising bank balances and cash totaled approximately RMB11,217,000 (2011: RMB21,877,000).

At the year end, equity attributable to owners of the Company amounted to approximately RMB47,173,000, representing a decrease of approximately RMB82,460,000 compared to last year (31 December 2011: RMB129,633,000) and is equivalent to an attributable amount of approximately RMB0.14 per Share (2011: RMB0.41). The decrease in equity attributable to owners of the Company was mainly due to decrease in turnover, the Company did not record any gain from restructuring, increase in administrative expenses and overhead as the Company resumed its normal operations in Hong Kong after the discharge of the Provisional Liquidators in November 2011, impairment loss on trade receivables of approximately RMB24,014,000 and impairment loss recognised in respect of property, plant and equipment of approximately RMB51,911,000.

At 31 December 2012, the Group's total liabilities amounted to approximately RMB15,829,000 (2011: RMB26,611,000). At 31 December 2012, the Group's total borrowings comprised with the liabilities portion of convertible loan notes (the "Convertible Notes") amounted to approximately RMB8,508,000 (2011: RMB7,405,000). The Group's gearing ratio, calculated on the basis of total borrowings divided by total equity, was at 18.04% at the year end (31 December 2011: 5.7%).

The Convertible Notes were denominated in Hong Kong dollars and bore fixed interest rate at 2% per annum. Pursuant to a resolution passed by the Board on 1 November 2011 and a confirmation from the holders of the Convertible Notes, all the interests and repayment of the principal of the Convertible Notes in future shall be settled in RMB (ie: the functional currency of the Group) and notwithstanding any change in exchange rate between HKD and RMB in future, the exchange rate for conversion of any payment under the Convertible Notes from HKD to RMB has been fixed at 1.21, which was the exchange rate as at 1 November 2011. In terms of maturity, the Convertible Notes, if not converted into Shares, would be due for repayment in October 2016. The Group's finance costs for the year under review was approximately RMB1,380,000 (2011: RMB6,186,000).

Foreign Currency Management

The Group has minimal exposure to foreign currency risks as most of its business transactions, assets and liabilities are principally denominated in Hong Kong dollars and Renminbi.

The Group currently does not have a foreign currency hedging policy in respect of its foreign currency assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging foreign currency exposure if necessary.

Pledge of Assets

As 31 December 2012, the Group did not have any pledged assets.

Contingent Liabilities

At 31 December 2012, the Group did not have any significant contingent liabilities (2011: Nil).

Capital Commitment

At 31 December 2012, the Group did not have any material capital commitment (2011: RMB4,068,000).

Employees and remuneration policies

At 31 December 2012, the Group had 85 employees including executive Directors (2011: 92) situated in the PRC and Hong Kong. The Group's emoluments policies are formulated based on industry practices and performance of individual employees. For the year ended 31 December 2012, the total staff costs including remuneration of Directors and chief executive amounted to approximately RMB4,503,000 (2011: RMB1,627,000). During the year ended 31 December 2012, a new share option scheme had been adopted in place of the old share option scheme but no share option had been granted by the Company.

Changes in share capital and capital structure

During the year ended 31 December 2012, 27,454,709 Shares were issued at HKD0.15 per Share pursuant to the options granted to the Company's scheme creditors under its schemes of arrangement in Hong Kong and the Cayman Islands. As at 31 December 2012, the Company had 340,662,666 Shares in issue.

Prospects

In light of the uncertainties and challenges face by world major economies, slowing down of the PRC economy, tight credit control and inflationary pressure in the PRC, the Group will continue to manage its businesses in a prudent manner and exercise stringent financial control on the business of the Group. The new management of the Company formed by Mr. He Jianhong and Mr. Zhang Zhantao (the "New Management") has ample experience in the operation, corporate strategy and corporate management which shall help the Group to formulate comprehensive business strategy. The New Management will start the metal trading business of the Group, explore other business opportunities and to acquire any assets and/or business relating to the existing business of the Group in order to enhance the growth of the Group. The Company is considering conducting equity or debt fund raising exercises in order to strengthen its financial position.

MANAGEMENT DISCUSSION AND ANALYSIS OF THE GROUP FOR THE YEAR ENDED 31 DECEMBER 2013

Review of results

The Group recorded a consolidated net loss attributable to owners of the Company of approximately RMB49,955,000 for the year ended 31 December 2013.

Business and financial review

The Company is an investment holding company. The Company and its subsidiaries (the "Group") are principally engaged in trade business as well as manufacture and sale of tinplate cans for the packaging of beverage in Shanxi, the People's Republic of China (the "PRC").

The year of 2013 was a challenging and difficult year for the Group. The Group began to develop its trading business in year 2013. During the process of proactively seeking trading business opportunities, the Group was presented with business opportunities in business matching for customers and recognised commission income of approximately RMB148,000 for the period under review. The Company may assist customers in business matching when the opportunity arises in the future.

For the year ended 31 December 2013, Mr. He Jianhong ("Mr. He") was absent from the Company without cause since November 2013. Moreover, as disclosed in note 29 to the consolidated financial statements of the Group for the year ended 31 December 2013, Mr. He is one of the defendants of the alleged claim. The Board decided that it is in the best interests of the Company and shareholders as a whole to suspend all position, functions and duties held by Mr. He with effect from 27 January 2014. For details please refer to the Company's announcement dated 28 January 2014.

The Board has conducted due diligence review on major projects and transactions of the Company further to the suspension of the position, functions and duties held by Mr. He since January 2014. Despite repeated verbal and written requests, the Board has been unable to contact the legal representative, directors and management of its indirect wholly owned subsidiary, Shanxi Zhanpen Metal Products Co., Ltd. (山西展鵬金屬製品有限公司)("Zhanpen"), and obtain and access the books and records of Zhanpen and Bloxworth Enterprise Limited ("Bloxworth"), being an immediate holding company of Zhanpen and a direct wholly owned subsidiary of the Company.

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

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

The loss attributable to owners of the Company for the year ended 31 December 2013 amounted to approximately RMB49,955,000, a reduction of approximately RMB35,735,000 or 41.7% when compared to the net loss for the last year. Basic loss per ordinary share was approximately RMB0.03 for the year ended 31 December 2013 (2012: RMB0.13) (as restated). The loss was a corollary to the substantial loss of approximately RMB38,323,000 registered after the Deconsolidation.

In regard to the operational front, the Group recorded a turnover of approximately RMB148,000 for the year ended 31 December 2013, representing a decrease of 99.8% compared with last year. The decrease was attributable to the deconsolidation of the Group's operations in PRC.

Important events and prospects

Following the Deconsolidation and the events disclosed in note 37 (including the alleged guarantee for the total sum of approximately RMB842 million, suspension of Mr. He's and Mr. Zhang Zhantao's positions, functions and duties, disputes for the receivables from Ease Faith and loss of control of the Deconsolidated Subsidiaries) to the consolidated financial statements of the Group for the year ended 31 December 2013, management of the Company will engage an external independent audit firm to review and conduct investigation into the business operation of Zhanpen and internal control of the Company. The management of the Company has also refocused its resources on new opportunities in trading business and possible business matching services so as to create long-term value for shareholders. The Board believes that the business performance of the Group will be improved.

In the first quarter of 2014, the Group has trading business for health products. The Group has secured a master purchase order of approximately HK$10 million for the purchase of birds nest products in Hong Kong which shall be completed in the second quarter of 2014. The Group will continue to explore this trading business.

The Group will continue to identify other potential suppliers of health products and enter into additional master purchase agreement with suppliers when we receive additional purchase orders from customers. In respect of the trading in the PRC, in particular, metal trading, the Group has ongoing contact with potential suppliers and customers. The Group is planning to set up its own office in the PRC so as to deploy local sales and purchase, or alternatively, the Group may use overseas/offshore company and conclude business on an indent commission basis.

The Group is optimistic that the trading business will have positive gross profit and will generate positive cash flow from operation in the coming year.

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

On 14 March 2014, 17 March 2014 and 28 March 2014, the Company entered into conditional placing agreement, supplemental agreement and extension letter respectively with Get Nice Securities Limited (the "Placing Agent"), under which the Placing Agent will use its best endeavors to place up to 169,000,000 new shares. The gross proceeds from the placing is estimated to be approximately HK$17.7 million. Net proceeds from the placing, after deducting related placing commission and other related expenses in connection with the placing, is estimated to be approximately HK$17.5 million. The placing was completed on 10 April 2014

Liquidity, financial, resources and funding after deconsolidation

During the period under review, the Group finances its operations mainly by a loan from a shareholder of the Company.

The Group had total cash and bank balances of approximately RMB85,000 as at 31 December 2013 (2012: RMB11,217,000). The Group had no Convertible Loan Notes, bank loans and overdraft as at 31 December 2013 (2012: Convertible Loan Notes of approximately RMB8,508,000). The gearing ratio, which is calculated as total debt (including current and non-current liabilities) divided by total equity, was nil (2012: 18.04%) because the Group had no borrowings as at 31 December 2013. Net liabilities were approximately RMB2,122,000 (2012: Net assets RMB47,173,000).

The Group recorded total current assets of approximately RMB14,504,000 as at 31 December 2013 (2012: RMB52,913,000) and total current liabilities of approximately RMB17,222,000 (2012: RMB7,321,000). The current ratio of the Group, calculated by dividing total current assets by total current liabilities, was about 0.84 as at 31 December 2013 (2012: 7.23). The decrease of current assets and current ratio was due to the Deconsolidation.

Subsequent to the year end, the Group has obtained loan facilities in aggregate of HK$45 million from independent third parties and as set out in the Company's announcements dated 14 March 2014, 17 March 2014 and 28 March 2014, the Company has appointed Get Nice Securities Limited to place on a best endeavour basis, a maximum of 169,000,000 new shares at the price of HK$0.105 per share, which was completed on 10 April 2014. The net proceeds from the placing will be used to expand our trading business as well as general working capital.

The Board believes that the Group will have sufficient working capital to sustain its operations.

During the year ended 31 December 2013, the entire Convertible Loan Notes of the Company in the principal amount of HKD18,000,000 were fully converted by the holders thereof and 150,000,000 shares have been issued during the period.

The Group's finance costs for the period under review was approximately RMB639,000 (2012: RMB1,380,000).

The Group recorded a loss attributable to owners of the Company of approximately RMB49,955,000 (2012: RMB85,690,000), including loss of deconsolidation of subsidiaries of approximately RMB38,323,000, and this attributed to a decrease in shareholders' funds to a negative value of approximately RMB2,122,000 as at 31 December 2013.

Foreign Currency Management

The Group has minimal exposure to foreign currency risks as most of its business transactions, assets and liabilities are principally denominated in Hong Kong dollars and Renminbi.

The Group currently does not have a foreign currency hedging policy in respect of its foreign currency assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging foreign currency exposure if necessary.

Pledge of Assets

As 31 December 2013, the Group did not have any pledged assets.

Litigations and contingencies

Details of litigations and contingencies are set out in note 29 to the consolidated financial statements of the Group for the year ended 31 December 2013. The litigations and contingencies include (i) the claim issued by 廣東省金屬回收公司 (Guangdong Metal Recycling Corporation*) ("GMRC"), one of the two Alleged Creditors in relation to the alleged guarantee for the total sum of approximately RMB842 million claiming an aggregate sum of approximately RMB644 million (the "Claim"); (ii) disputes for the receivables from Ease Faith; and (iii) overdue unpaid registered capital for a PRC company. Please refer to the notes to the consolidated financial statements of the Group for the year ended 31 December 2013 for details.

Employees and remuneration policies after deconsolidation

As at 31 December 2013, the Group had 10 employees including executive directors of the Company (2012: 85 employees situated in the PRC and Hong Kong) situated in Hong Kong. The Group's emoluments policies are formulated based on industry practices and performance of individual employees. For the year ended 31 December 2013, the total staff costs including remuneration of directors and chief executive amounted to approximately RMB6,373,000 (2012: RMB4,503,000).

Capital structure

On 6 November 2013, the Company issued 1,010,662,666 bonus shares pursuant to the bonus issue on the basis of one bonus share for every one existing share held by the qualifying shareholders.

MANAGEMENT DISCUSSION AND ANALYSIS OF THE GROUP FOR THE YEAR ENDED 31 DECEMBER 2014

Review of results

The Group recorded a consolidated net profit attributable to owners of the Company of approximately HKD2,715,000 for the year ended 31 December 2014.

Business and financial review

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

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

Since November 2013, Mr. He Jianhong ("Mr. He") was continually absent from the Company without cause. Moreover, as disclosed under the section headed Note 31 to the consolidated financial statements of the Group for the year ended 31 December 2014, Mr. He is one of the defendants of the alleged claim. The Board decided that it is in the best interest of the Company and shareholders as a whole to suspend all positions, functions and duties held by Mr. He with effect from 27 January 2014. For details, please refer to the Company's announcement dated 28 January 2014. On 10 October 2014, Mr. He was removed from his office of the director of the Company by ordinary resolution passed at the extraordinary general meeting held on 10 October 2014.

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

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

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

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

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

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

Important events and prospects

Following the Deconsolidation and the events disclosed in Notes 31(a) and 31(b) to the consolidated financial statement of the Group for the year ended 31 December 2014 (which include the Claim by GMRC and disputes for the receivables from Ease Faith), the management of the Company has engaged an external independent audit firm to review the internal control of the Group. Based on the findings from the external independent audit firm, the Board consider that the Group has adequate internal control systems in place to safeguard its assets and there is no major internal control deficiency of the Group that has given rise to material changes to the Group's operation after completion of the internal control review. The management of the Company has also directed its resources on exploring opportunities in trading business and related services and trading of listed securities so as to create long-term value for its shareholders. The Board believes that the business performance of the Group will be further improved.

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

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

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

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

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

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

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

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

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

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

Liquidity, financial, resources and funding after deconsolidation

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

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

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

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

Foreign Currency Management

The Group has minimal exposure to foreign currency risks as most of its business transactions, assets and liabilities are principally denominated in Hong Kong dollars and Renminbi.

The Group currently does not have a foreign currency hedging policy in respect of its foreign currency assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging foreign currency exposure if necessary.

Pledge of Assets

As 31 December 2014, the Group did not have any pledged assets.

Litigations and contingencies

Details of litigations and contingencies are set out in Note 31 to the consolidated financial statements of the Group for the year ended 31 December 2014. The litigations and contingencies include (i) the Claim issued by GMRC; (ii) disputes for the receivables from Ease Faith; and (iii) overdue unpaid registered capital for a PRC company. Please refer to the notes to the consolidated financial statements of the Group for the year ended 31 December 2014 for details.

Employees and remuneration policies after deconsolidation

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

Capital structure

Placing of New Shares under General Mandate

On 14 March 2014, 17 March 2014 and 28 March 2014, the Company and Get Nice Securities Limited, as placing agent, entered into a placing agreement, supplemental agreement and extension letter pursuant to which the Company conditionally agreed to place through the placing agent, on a best effort basis, up to 169,000,000 new shares of the Company to independent third parties at a price of HK$0.105 per placing share ("Placing"). The Placing was completed on 10 April 2014. The 169,000,000 placing shares under the Placing were issued under the general mandate which was granted to the directors at the annual general meeting of the Company held on 21 June 2013. Further details of the Placing were set out in the announcement of the Company dated 14 March 2014, 17 March 2014, 28 March 2014 and 10 April 2014.

Open Offer

On 22 April 2014, the Company announced that it proposed to raise approximately HK$43.8 million before expenses by issuing not less than 1,095,162,666 offer shares and not more than 1,096,112,353 offer shares at the subscription price of HK$0.04 per offer share on the basis of one (1) offer share for every two (2) existing shares held (the ''Open Offer''). The Open Offer was underwritten by Get Nice Securities Limited (the ''Underwriter''). The Open Offer was completed on 17 June 2014 and the Company has issued 1,095,162,666 offer shares under the Open Offer. Further details of the Open Offer were set out in the announcements of the Company dated 22 April 2014, 5 May 2014, 9 May 2014, 15 May 2014 and 16 June 2014 and the prospectus of the Company dated 26 May 2014.

As at 31 December 2014, the share capital of the Company comprises of 3,285,487,998 issued shares with par value of HK$0.001 as enlarged by the issue of placing shares and open offer shares.

23 October 2015

The Board of Directors
China For You Group Company Limited
Room 912, 9/F
New East Ocean Centre
9 Science Museum Road
Tsim Sha Tsui East
Kowloon, Hong Kong

Dear Sirs,

We set out below our report on the financial information (the "Financial Information") of Metro Victor Limited ("Metro Victor") which comprises the statements of financial position of Metro Victor as at 31 December 2012, 2013 and 2014 and 30 June 2015, and the statements of profits or loss and other comprehensive income, the statements of changes in equity and the statements of cash flows of Metro Victor for each of the years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2015 (the "Relevant Periods") and a summary of significant accounting policies and other explanatory information. This Financial Information has been prepared by the directors of Metro Victor for inclusion in Appendix I to the circular dated 23 October 2015 (the "Circular") issued by China For You Group Company Limited (the "Company") in connection with its proposed acquisition of the entire issued share capital of Metro Victor and the settlement of the amount due to Great Well Properties Limited by Metro Victor (the "Transaction").

Metro Victor was incorporated with limited liability in Hong Kong on 4 August 2009. The address of its registered office and principal place of business is G/F., Nam Pak Hong Commercial Centre, 44 Bonham Strand West, Hong Kong. Metro Victor is principally engaged in property investment.

The financial year end date of Metro Victor is 31 December.

The statutory financial statements of Metro Victor for each of the years ended 31 December 2012, 2013 and 2014 were prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and were audited by ALBERT Y K LAU & CO, Certified Public Accountants, certified public accountants registered in Hong Kong.

For the purpose of this report, the directors of Metro Victor have prepared the financial statements of Metro Victor for the Relevant Periods in accordance with HKFRSs issued by the HKICPA (the "Underlying Financial Statements").

We have carried out an independent audit on the Underlying Financial Statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and examined the Underlying Financial Statements in accordance with the Auditing Guideline 3.340 "Prospectuses and the Reporting Accountant" as recommended by the HKICPA.

The Financial Information set out in this report has been prepared based on the Underlying Financial Statements. No adjustments have been made by us to the Underlying Financial Statements in preparing our report for inclusion in the Circular. The preparation of the Underlying Financial Statements is the responsibility of the directors of Metro Victor. The directors of the Company are responsible for the contents of the Circular in which this report is included. It is our responsibility to compile the Financial Information set out in this report from the Underlying Financial Statements, to form an independent opinion on the Financial Information and to report our opinion to you.

Comparative Financial Information

The unaudited comparative statement of profit or loss and other comprehensive income, statement of changes in equity and statements of cash flows of Metro Victor for the six months ended 30 June 2014 together with the notes thereon have been prepared based on the unaudited financial information of Metro Victor for the same period (the "30 June 2014 Financial Information") which was prepared by the directors of Metro Victor solely for the purpose of this report. We have reviewed the 30 June 2014 Financial Information in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA. Our review of the 30 June 2014 Financial Information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion on the 30 June 2014 Financial Information. Based on our review, nothing has come to our attention that causes us to believe that the 30 June 2014 Financial Information is not prepared, in all material respects, in accordance with the accounting policies consistent with those used in the preparation of the Financial Information which conform with HKFRSs.

EMPHASIS OF MATTER

Without qualifying our opinion, we draw attention to Note 2 to the Financial Information below, which indicate that as at 30 June 2015, Metro Victor has net current liabilities of approximately HKD197,470,000. This condition indicates the existence of a material uncertainty which may cast significant doubt on Metro Victor's ability to continue as a going concern.

The Financial Information have been prepared on a going concern basis, the appropriateness of which is dependent on Metro Victor's ability to generate sufficient working capital to meet its financial requirements. The Financial Information do not include adjustments that may be necessary should be Metro Victor fail to finance its future working capital and financial requirements. We consider that adequate disclosures have been made.

(A) FINANCIAL INFORMATION OF METRO VICTOR LIMITED

The following is the financial information of Metro Victor Limited ("Metro Victor") prepared by the directors of Metro Victor as at 31 December 2012, 2013, 2014 and 30 June 2015 and for each of the years ended 31 December 2012, 2013 and 2014 and six months ended 30 June 2015 (collectively known as the "Financial Information").

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		Year ended 31 December			Six months ended 30 June	
		2012	**2013**	**2014**	**2014**	**2015**
	Notes	*HKD'000*	*HKD'000*	*HKD'000*	*HKD'000*	*HKD'000*
					(Unaudited)	
Revenue		–	–	–	–	–
Changes in fair value of an investment property		95,000	30,000	10,000	–	45,000
Administrative expenses		(1,582)	(2,286)	(2,499)	(1,009)	(1,249)
Operating profit (loss)		93,418	27,714	7,501	(1,009)	43,751
Finance costs	*8*	(1,930)	(6,217)	(6,138)	(3,065)	(3,042)
Profit (loss) before tax		91,488	21,497	1,363	(4,074)	40,709
Income tax expense	*9*	–	–	–	–	–
Profit (loss) for the year/ period and total comprehensive income/ (expense) for the year/ period	*10*	91,488	21,497	1,363	(4,074)	40,709
Dividends		–	–	–	–	–

STATEMENTS OF FINANCIAL POSITION

		At 31 December			At 30 June
		2012	2013	2014	2015
	Notes	*HKD'000*	*HKD'000*	*HKD'000*	*HKD'000*
NON-CURRENT ASSETS					
Property, plant and equipment	*11*	3,781	2,802	1,759	1,090
Investment property	*12*	315,000	345,000	355,000	400,000
		318,781	347,802	356,759	401,090
CURRENT ASSETS					
Other receivables, deposits and prepayments		21	34	34	28
Amount due from a director	*13*	–	–	37,065	–
Amount due from a related party	*13*	58,430	50,075	–	–
Bank balances		72	184	222	141
		58,523	50,293	37,321	169
CURRENT LIABILITIES					
Other payables and accrued charges	*14*	1,730	2,009	86	41
Amount due to ultimate holding company	*15*	1,622	4,687	8,394	–
Amount due to immediate holding company	*16*	28,095	28,073	28,058	6,667
Amount due to a director	*15*	2,240	2,634	–	–
Bank borrowings	*17*	203,566	199,144	194,631	190,931
		237,253	236,547	231,169	197,639
NET CURRENT LIABILITIES		(178,730)	(186,254)	(193,848)	(197,470)
NET ASSETS		140,051	161,548	162,911	203,620
CAPITAL AND RESERVE					
Share capital	*18*	10	10	10	10
Retained earnings		140,041	161,538	162,901	203,610
TOTAL EQUITY		140,051	161,548	162,911	203,620

STATEMENTS OF CHANGES IN EQUITY

	Share capital *HKD'000*	Retained earnings *HKD'000*	Total *HKD'000*
At 1 January 2012	10	48,553	48,563
Profit and total comprehensive income for the year	–	91,488	91,488
At 31 December 2012	10	140,041	140,051
Profit and total comprehensive income for the year	–	21,497	21,497
At 31 December 2013	10	161,538	161,548
Profit and total comprehensive income for the year	–	1,363	1,363
At 31 December 2014	10	162,901	162,911
Profit and total comprehensive income for the period	–	40,709	40,709
At 30 June 2015	10	203,610	203,620
For the six months ended 30 June 2014 (unaudited)			
At 1 January 2014	10	161,538	161,548
Loss and total comprehensive expense for the period	–	(4,074)	(4,074)
At 30 June 2014	10	157,464	157,474

STATEMENTS OF CASH FLOWS

	Year ended 31 December			Six months ended 30 June	
	2012	2013	2014	2014	2015
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*	*HKD'000*
				(Unaudited)	
OPERATING ACTIVITIES					
Profit (loss) before tax:	91,488	21,497	1,363	(4,074)	40,709
Adjustments for:					
Finance costs	1,930	6,217	6,138	3,065	3,042
Depreciation of property, plant and equipment	738	1,089	1,112	554	560
Changes in fair value of an investment property	(95,000)	(30,000)	(10,000)	–	(45,000)
Loss on written-off of deposits	–	–	–	–	6
Loss on written-off of property, plant and equipment	–	–	–	–	134
Operating cash flows before movements in working capital	(844)	(1,197)	(1,387)	(455)	(549)
Increase in other receivables, deposits and prepayments	(1)	(13)	–	–	–
Decrease in amount due to immediate holding company	(9)	(15)	(12)	(12)	(15)
(Increase) decrease in amount due from a related party	(58,430)	8,355	–	4,028	–
Decrease in amount due from a director	–	–	13,010	–	–
Decrease in amount due from a director	281	–	–	–	–
Increase (decrease) in other payables and accrued charges	1,724	279	(1,923)	(32)	(45)
NET CASH (USED IN) FROM OPERATING ACTIVITIES	(57,279)	7,409	9,688	3,529	(609)
NET CASH USED IN INVESTING ACTIVITIES					
Purchase of property, plant and equipment	(2,064)	(110)	(69)	(69)	(25)
FINANCING ACTIVITIES					
Increase in amount due to ultimate holding company	1,622	3,065	3,707	1,775	1,572
Decrease in amount due to immediate holding company	(55,234)	(7)	(3)	–	(658)
Increase in amount due to a director	–	–	–	–	6,381
Increase (decrease) in amount due to a director	2,240	394	(2,634)	–	–
Interest paid	(1,930)	(6,217)	(6,138)	(3,065)	(3,042)
New bank borrowings raised	205,000	–	–	–	–
Repayment of bank borrowings	(92,353)	(4,422)	(4,513)	(2,255)	(3,700)
NET CASH FROM (USED IN) FINANCING ACTIVITIES	59,345	(7,187)	(9,581)	(3,545)	553
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	2	112	38	(85)	(81)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR/ PERIOD	70	72	184	184	222
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR/PERIOD					
Represented by bank balances	72	184	222	99	141

NOTES TO THE FINANCIAL INFORMATION

1. General

Metro Victor Limited ("Metro Victor") was incorporated with limited liability in Hong Kong on 4 August 2009. The addresses of the registered office and principal place of business is G/F., Nam Pak Hong Commercial Centre, 44 Bonham Strand West, Hong Kong.

During the years ended 31 December 2012, 2013, 2014 and the six months ended 30 June 2015, (the "Relevant Periods") its ultimate holding company and immediate holding company are Skyway Securities Investment Limited ("Skyway") and Great Well Properties Limited ("Great Well") respectively, the limited liability companies incorporated in Hong Kong.

The financial information of Metro Victor for the Relevant Periods ("Financial Information") is presented in Hong Kong dollars ("HKD"), which is also the functional currency of Metro Victor.

Metro Victor is principally engaged in property investment.

2. Basis of preparation

As at 30 June 2015, Metro Victor has net current liabilities of approximately HKD197,470,000. This condition indicates the existence of a material uncertainty which may cast significant doubt on the Metro Victor's ability to continue as a going concern. Therefore, Metro Victor may be unable to realise its assets and discharge its liability in the normal course of business.

These Financial Information have been prepared on a going concern basis, the validity of which depends upon the financial support of Great Well, at a level sufficient to finance the working capital requirements of Metro Victor. Great Well has agreed to provide adequate funds for Metro Victor to meet its liabilities as they fell due for the foreseeable future. The directors of Metro Victor (the "Directors") are therefore of the opinion that it is appropriate to prepare the Financial Information on a going concern basis. Should Metro Victor be unable to continue as a going concern, adjustments would have to be made to the Financial Information to adjust the value of the assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets as current assets.

3. Application of new and revised Hong Kong Financial Reporting Standards ("HKFRSs") and Hong Kong Accounting Standards ("HKASs")

For the purpose of preparing and presenting the Financial Information for the Relevant Periods, Metro Victor has adopted all the HKFRSs and HKASs issued by the Hong Kong Institute of Certificate Public Accountants (the "HKICPA") which are effective for Metro Victor's financial period beginning on 1 January 2015 consistently throughout the Relevant Periods.

Metro Victor has not early applied the following new and revised HKFRSs and HKASs that have been issued but are not yet effective during the Relevant Periods:

HKFRS 9	Financial Instruments[1]
HKFRS 14	Regulatory Deferral Accounts[2]
HKFRS 15	Revenue from Contracts with Customers[3]
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations[4]
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation[4]
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants[4]
Amendments to HKAS 27	Equity Method in Separate Financial Statements[4]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[4]
Annual Improvements Project	Annual Improvements to HKFRSs 2012-2014 Cycle[4]
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities – Applying the Consolidation Exception[4]
Amendments to HKAS 1	Disclosure Initiative[4]

1 *Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.*

2 *Effective for first annual HKFRS financial statements beginning on or after 1 January 2016, with earlier application permitted.*

3 *Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.*

4 *Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted.*

The Directors do not anticipate that the application of the other new and revised HKFRSs and HKASs in issued but not yet effective will have significant impact on Metro Victor's financial results and financial position.

4. Summary of significant accounting policies

The Financial Information has been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the Financial Information includes applicable disclosures required by the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange of Hong Kong Limited.

Basis of preparation

The Financial Information has been prepared on the historical cost basis except for the investment property that is measured at fair value at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange of goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, Metro Victor takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Financial Information is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value-in-use in HKAS 36.

In addition, for financial reporting purposes, fair value measurements are catagorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirely, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below:

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts through the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Property, plant and equipment

Property, plant and equipment included in the statement of financial position are stated at cost, less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write-off the cost of items of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Investment property

Investment property is property held to earn rentals and/or for capital appreciation. Investment property include land held for undetermined future use, which is regarded as held for capital appreciation purpose. Investment property is initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment property is measured at fair value. Gains and losses arising from changes in the fair value of investment property is included in profit or loss in the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognised of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the property) is included in profit or loss in the period in which the property is derecognised.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit (loss) before tax" as reported in the statements of profit or loss and other comprehensive income because it excludes item of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. Metro Victor's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of each reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Information and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year/period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of each reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which Metro Victor expects, at the end of each reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the year/period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Financial instruments

Financial assets and financial liabilities are recognised when Metro Victor becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Financial assets

Financial assets are classified into loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including other receivables, deposits, amount due from a director/a related party and bank balances) are measured at amortised cost using the effective interest method, less any identified impairment losses.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For financial assets carried at amortised cost, the amount of impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of other receivables, where the carrying amount is reduced through the use of an allowance account. When other receivable is considered uncollectible, it is written-off against the allowance account. Subsequent recoveries of amounts previously written-off are credited to profit or loss. Changes in the carrying amount of the allowance account are recognised in profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by Metro Victor are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of Metro Victor after deducting all of its liabilities. Equity instruments issued by Metro Victor are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities (including other payables and accrued charges, amount due to ultimate holding company/immediate holding company/a director and bank borrowings) are subsequently measured at amortised cost, using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant periods. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Derecognition

Metro Victor derecognises a financial asset only when the contractual rights to the cash flows from the asset expired, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If Metro Victor neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, Metro Victor continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If Metro Victor retains substantially all the risks and rewards of ownership of a transferred financial asset, Metro Victor continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the profit or loss.

On derecognition of a financial asset other than in its entirety, Metro Victor allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in profit or loss and other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in profit or loss and other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

Metro Victor derecognises financial liabilities when, and only when, Metro Victor's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Impairment of tangible assets

At the end of each reporting period, Metro Victor reviews the carrying amounts of its tangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior periods. A reversal of an impairment loss is recognised immediately in profit or loss.

Cash and cash equivalents

Bank balances in the statement of financial position comprise cash at bank.

Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

5. Critical accounting judgements and key sources of estimation uncertainty

In the application of Metro Victor's accounting policies, which are described in Note 4 to the Financial Information, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgement in applying accounting policies

The followings are the critical judgments, apart from those involving estimations (see below), that the Directors have made in the process of applying Metro Victor's accounting policies and that have the most significant effect on the amounts recognised in the Financial Information.

Deferred taxation on investment property

For the purposes of measuring deferred tax liabilities arising from investment property that are measured using the fair value model, the Directors have reviewed Metro Victor's investment property portfolios and concluded that Metro Victor's investment property is not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time. Therefore, in measuring Metro Victor's deferred taxation on investment property, the Directors have determined that the presumption that the carrying amounts of investment property measured using the fair value model are recovered entirely through sale is not rebutted. As a result, Metro Victor has not recognised any deferred taxes on changes in fair value of investment property located in Hong Kong as Metro Victor is not subject to any income taxes on disposal of its investment property located in Hong Kong.

Going concern and liquidity

As explained in Note 2 to the Financial Information, the financial position of Metro Victor indicates the existence of a material uncertainty which may cast significant doubt on Metro Victor's ability to continue as a going concern. The assessment of the going concern assumptions involves making judgement by the Directors, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The Directors consider that Metro Victor has ability to continue as a going concern and the major conditions that may cast significant doubt about the going concern assumptions are set out in Note 2 to the Financial Information.

Key sources of estimation uncertainty

The followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of each reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next twelve months from the end of each Relevant Periods.

Fair value of investment property

At the end of the reporting period, investment property is stated at fair value based on the valuation performed by independent professional valuer. In determining the fair value, the valuer has based on a method of valuation which involves certain estimates of market conditions. In relying on the valuation report, the Directors have exercised their judgment and are satisfied that the assumptions used in valuation have reflected the current market conditions. Changes to these assumptions would result in changes in the fair values of Metro Victor's investment property being recognised in profit or loss. The carrying amount of investment property measured at fair value at 31 December 2012, 31 December 2013, 31 December 2014 and 30 June 2015 was HKD315,000,000, HKD345,000,000, HKD355,000,000 and HKD400,000,000 respectively.

6. Capital risk management

Metro Victor manages its capital to ensure that Metro Victor will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. Metro Victor's overall strategy remains unchanged throughout the Relevant Periods.

Metro Victor's equity attributable to equity holder of Metro Victor comprises of issued share capital and retained profits.

The Directors review the capital structure on a regular basis. As a part of this review, the Directors consider the cost of capital and risk associates with each class of capital and take appropriate actions to adjust Metro Victor's capital structure.

7. Segment information

Metro Victor is principally engaged in property investment and no segment information have been prepared by Metro Victor.

Geographical information

In view of the fact that Metro Victor mainly operates in Hong Kong, no geographical segment information is presented.

Information about major customers

There was no single customer accounting for over 10% of total sales of Metro Victor during the Relevant Periods.

8. Finance costs

	Year ended 31 December			Six months ended 30 June	
	2012	**2013**	**2014**	**2014**	**2015**
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*	*HKD'000*
				(Unaudited)	
Interest on bank borrowings	1,715	5,240	5,161	2,571	2,558
Interest on amount due to immediate holding company	215	977	977	494	484
	1,930	6,217	6,138	3,065	3,042

9. Income tax expense

Hong Kong profits tax is calculated at 16.5% of estimated assessable profits for the years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015. No provision for Hong Kong Profits Tax has been made in the Financial Information as Metro Victor did not generate any assessable income during the Relevant Periods.

The income tax expense for the Relevant Periods can be reconciled to the profit (loss) before income tax per the statements of profit or loss and other comprehensive income as follows:

	Year ended 31 December			Six months ended 30 June	
	2012	**2013**	**2014**	**2014**	**2015**
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*	*HKD'000*
				(Unaudited)	
Profit (loss) before tax	91,488	21,497	1,363	(4,074)	40,709
Income tax at applicable tax rate (16.5%)	15,096	3,547	225	(672)	6,717
Tax effect of expenses not deductible for tax purpose	587	1,417	1,430	672	708
Tax effect of income not taxable for tax purpose	(15,675)	(4,950)	(1,650)	–	(7,425)
Tax effect of temporary differences not recognised	(8)	(14)	(5)	–	–
Income tax expense	–	–	–	–	–

No provision for deferred taxation has been made during the Relevant Periods as there were no material temporary differences at the reporting date.

10. Profit (loss) for the year/period

	Year ended 31 December			Six months ended 30 June	
	2012	2013	2014	2014	2015
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*	*HKD'000*
				(Unaudited)	
Profit (loss) for the year/period has been arrived at after charging:					
Directors' remuneration	–	–	–	–	–
Staff costs	–	–	–	–	–
Auditor's remuneration	16	18	18	–	18
Loss on written-off of deposits	–	–	–	–	6
Loss on written-off of property, plant and equipment	–	–	–	–	134
Depreciation of property, plant and equipment	738	1,089	1,112	554	560

11. Property, plant and equipment

	Furniture, fixtures and equipment	Leasehold improvement	Total
	HKD'000	*HKD'000*	*HKD'000*
COST			
At 1 January 2012	1,644	1,691	3,335
Additions	88	1,976	2,064
At 31 December 2012	1,732	3,667	5,399
Additions	110	–	110
At 31 December 2013	1,842	3,667	5,509
Additions	69	–	69
At 31 December 2014	1,911	3,667	5,578
Additions	25	–	25
Written-off	(1,688)	(1,690)	(3,378)
At 30 June 2015	248	1,977	2,225

	Furniture, fixtures and equipment	Leasehold improvement	Total
	HKD'000	*HKD'000*	*HKD'000*
ACCUMULATED DEPRECIATION			
At 1 January 2012	414	466	880
Provided for the year	338	400	738
At 31 December 2012	752	866	1,618
Provided for the year	356	733	1,089
At 31 December 2013	1,108	1,599	2,707
Provided for the year	379	733	1,112
At 31 December 2014	1,487	2,332	3,819
Provided for the period	193	367	560
Eliminate of written-off	(1,594)	(1,650)	(3,244)
At 30 June 2015	86	1,049	1,135
CARRYING VALUES			
At 31 December 2012	980	2,801	3,781
At 31 December 2013	734	2,068	2,802
At 31 December 2014	424	1,335	1,759
At 30 June 2015	162	928	1,090

The above items of property, plant and equipment are depreciated on a straight-line basis at follows:

Furniture, fixtures and equipment	20%
Leasehold improvement	20%

12. Investment property

	At 31 December			At 30 June
	2012	2013	2014	2015
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*
At fair value				
Balance at beginning of year/period	220,000	315,000	345,000	355,000
Increase in fair value recognised in profit or loss	95,000	30,000	10,000	45,000
Balance at end of year/period	315,000	345,000	355,000	400,000

The carrying amounts of Metro Victor's investment property shown above comprises:

	At 31 December			At 30 June
	2012	2013	2014	2015
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*
Land in Hong Kong:				
Medium-term lease	315,000	345,000	355,000	400,000

Metro Victor's property interests held for capital appreciation purposes is measured using the fair value model and is classified and accounted for as investment property.

At the end of each of the Relevant Periods, Metro Victor's investment property has been pledged to the financial institution to secure the bank borrowings granted to Metro Victor and Great Well.

Fair value measurement of Metro Victor's investment property

The fair value of Metro Victor's investment property at the end of each of the Relevant Periods have been arrived at on the basis of a valuation carried out on the respective dates by A.G. Wilkinson & Associates (Surveyors) Limited, an independent qualified professional valuer not connected with Metro Victor.

A.G. Wilkinson & Associates (Surveyors) Limited has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

The valuation using market comparable approach was arrived at by reference to market evidence of recent transaction prices for similar properties in the similar locations and conditions if such information is available.

There has been no change from the valuation technique used during the Relevant Periods.

In estimating the fair value of the investment property, the highest and best use of the investment property is the current use.

Details of Metro Victor's investment property and information about the fair value hierarchy as at the Relevant Periods are as follows:

	At 31 December			At 30 June
	2012	2013	2014	2015
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*
Investment property:				
Level 2	315,000	345,000	355,000	400,000

There were no transfers into or out of Level 2 and Level 3 during the Relevant Periods.

Valuation techniques and inputs used in Level 2 fair value measurements of investment property:

The fair values of investment property located in Hong Kong is determined using market comparable approach by reference to recent sales price of comparable properties on a price per square foot basis using market data which is publicly available.

13. Amount due from a director/a related party

	At 31 December			At 30 June
	2012	2013	2014	2015
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*
Amount due from a related party				
Lam Hoi Sze	58,430	50,075	–	–
Amount due from a director				
Lam Hoi Sze	–	–	37,065	–

Maximum amount outstanding during the Relevant Periods

	At 31 December			At 30 June
	2012	2013	2014	2015
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*
Amount due from a related party				
Lam Hoi Sze	60,000	58,430	–	–
Amount due from a director				
Lam Hoi Sze	–	–	50,075	37,065

During the years ended 31 December 2012 and 2013, amount due from a related party, Lam Hoi Sze ("Mr Lam"), who is one of the directors of the immediate holding company, Great Well. The amount due is unsecured, interest free and repayable on demand.

Mr. Lam was appointed as a director of Metro Victor with effect from 31 October 2014. The amount due from a related party has been reclassified as amount due from a director accordingly. The balance is unsecured, interest free and repayable on demand.

14. Other payables and accrued charges

	At 31 December			At 30 June
	2012	**2013**	**2014**	**2015**
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*
Other payables	1,700	1,955	–	–
Accrued expenses	30	54	86	41
	1,730	2,009	86	41

15. Amount due to ultimate holding company/a director

The amount due to ultimate holding company is unsecured, interest free and repayable on demand.

During the year ended 31 December 2012 and 2013, amount due to a director, Mr. Lau Yim, who is one of the directors of Metro Victor. The amount due is unsecured, interest free and repayable on demand.

Mr. Lau Yim was resigned as a director of Metro Victor with effect from 31 October 2014.

16. Amount due to immediate holding company

	At 31 December			At 30 June
	2012	**2013**	**2014**	**2015**
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*
Amount due to immediate holding company				
Interest free	95	73	58	6,667
Interest bearing – at Prime rate – 1.75% per annum	28,000	28,000	28,000	–
	28,095	28,073	28,058	6,667

The amount due to immediate holding company is unsecured and repayable on demand.

17. Bank borrowings

	At 31 December			At 30 June
	2012	2013	2014	2015
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*
Secured bank borrowings	203,566	199,144	194,631	190,931

	At 31 December			At 30 June
	2012	2013	2014	2015
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*
Carrying amount repayable:				
Within one year	64,066	64,145	6,846	6,919
More than one year, but not exceeding two years	4,145	4,227	7,028	7,124
More than two years, but not more than five years	13,755	14,074	23,646	23,946
More than five years	121,600	116,698	157,111	152,942
	203,566	199,144	194,631	190,931
Carrying amount of the bank borrowings that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	139,500	134,999	187,785	184,012
Carrying amount repayable within one year	64,066	64,145	6,846	6,919
	203,566	199,144	194,631	190,931

The bank borrowings of approximately HKD139,500,000, HKD134,999,000, HKD187,785,000 and HKD184,012,000 as at 31 December 2012, 31 December 2013, 31 December 2014 and 30 June 2015, respectively, contain a clause which give the lender the right to demand repayment without notice period of 12 months at its sole discretion and therefore, the non-current portion of the bank borrowings is classified as current liabilities.

The bank borrowings bear interest at range of HKD Prime Rate – 1.75% and HIBOR (1 month) + 2% per annum at 31 December 2012, 2013, 2014 and 30 June 2015. The weighted average effective interest rates on the bank borrowings are as follows:

	At 31 December			At 30 June
	2012	2013	2014	2015
Secured bank borrowings	2.293% – 3.500%	2.213% – 3.500%	2.233% – 3.500%	2.655% – 3.500%

At the end of each of the Relevant Periods, Metro Victor's investment property has been pledged to the bank to secure the bank borrowings granted to Metro Victor.

18. Share capital

	At 31 December			At 30 June
	2012	2013	2014	2015
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*
Authorised:				
10,000 ordinary shares *(Note)*	10	10	N/A	N/A
Issued and fully paid:				
10,000 ordinary shares *(Note)*	10	10	10	10

Note:

As at 31 December 2012 and 31 December 2013, the par value per share was HKD1 each. Metro Victor has no authorised share capital and its shares have no par value from the commencement date of the Hong Kong Companies Ordinance, Cap. 622 (i.e. 3 March 2014).

19. Related party transactions

During the Relevant Periods, Metro Victor entered into the following transactions with a related party:

Name of related company	Relationship	Nature	Year ended 31 December			Six months ended 30 June	
			2012	2013	2014	2014	2015
			HKD'000	*HKD'000*	*HKD'000*	*HKD'000* (unaudited)	*HKD'000*
Great Well	Immediate holding company	Interest expenses on amount due to immediate holding company	215	977	977	494	484

20. Pledge of assets

Metro Victor's investment property has been pledged to the bank to secure the bank borrowing granted to Great Well amounting to HKD28,000,000.

Metro Victor's investment property has been pledged to the bank to secure the bank borrowings granted to Metro Victor amounting to approximately HKD203,566,000, HKD199,144,000, HKD194,631,000 and HKD190,931,000 as at 31 December 2012, 31 December 2013, 31 December 2014 and 30 June 2015, respectively.

21. Financial instruments

(a) Categories of financial instruments

	At 31 December			At 30 June
	2012	**2013**	**2014**	**2015**
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*
Financial assets				
Loan and receivables				
Other receivables and deposits	18	34	34	28
Amount due from a director	–	–	37,065	–
Amount due from a related party	58,430	50,075	–	–
Bank balances	72	184	222	141
	58,520	50,293	37,321	169

	At 31 December			At 30 June
	2012	**2013**	**2014**	**2015**
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*
Financial liabilities				
Liabilities measured at amortised cost:				
Other payables and accrued charges	1,730	2,009	86	41
Amount due to ultimate holding company	1,622	4,687	8,394	–
Amount due to immediate holding company	28,095	28,073	28,058	6,667
Amount due to a director	2,240	2,634	–	–
Bank borrowings	203,566	199,144	194,631	190,931
	237,253	236,547	231,169	197,639

(b) Financial risk management objectives and policies

Metro Victor's major financial instruments include other receivables and deposits, amount due from a director/a related party, bank balances, other payables and accrued charges, amount due to ultimate holding company/immediate holding company/ a director and bank borrowings. The risks associated with these financial instruments include interest rate risk, credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Interest rate risk

Metro Victor is exposed to cash flow interest rate risk in relation to variable-rate amount due to immediate holding company and bank borrowings. The interest rate and repayment terms of the outstanding interest-bearing borrowings during the Relevant Periods are disclosed in Notes 16 and 17 to the Financial Information.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate amount due to immediate holding company and bank borrowings at the end of each reporting period. The analysis is prepared assuming these borrowings outstanding at the end of reporting period were outstanding for whole year/period. A 100 basis points increase or decrease in HIBOR and Prime rate is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates for the Relevant Periods.

	At 31 December			At 30 June
	2012	**2013**	**2014**	**2015**
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*
Decrease/(increase) in post-tax profit:				
100 basis points increase	1,934	1,897	1,859	797
100 basis points decrease	(1,934)	(1,897)	(1,859)	(797)

Credit risk

Metro Victor's maximum exposure to credit risk which will cause a financial loss to Metro Victor due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the statement of financial position.

In order to minimise the credit risk, the management of Metro Victor has credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover amount due from a director/a related party. In addition, Metro Victor reviews the recoverable amount of amount due from a director/a related party at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regards, the Directors consider that Metro Victor's credit risk on amount due from a director/a related party is significantly reduced.

The credit risk on liquid fund is limited because the counterparties are bank with high credit rating assigned by international credit-rating agencies.

Liquidity risk

In the management of the liquidity risk, Metro Victor monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance Metro Victor's operation and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

At 30 June 2015, Metro Victor has net current liabilities of approximately HKD197,470,000. The adoption of going concern process has been detailed in Note 2 to the Financial Information. In the opinion of the Directors, Metro Victor's exposure to liquidity risk is limited.

The following table details Metro Victor's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which Metro Victor can be required to pay. Specifically, bank borrowings with repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are at floating rate, the undiscounted amount is derived from interest rate at the end of each reporting period.

Liquidity tables

At 31 December 2012

	Weighted average interest rate	Repayable on demand or within one year *HKD'000*	Total undiscounted cash flow *HKD'000*	Carrying amounts *HKD'000*
Non-derivative financial liabilities				
Other payables and accrued charges	–	1,730	1,730	1,730
Amount due to ultimate holding company	–	1,622	1,622	1,622
Amount due to immediate holding company	3.500%	29,078	29,078	28,095
Amount due to a director	–	2,240	2,240	2,240
Bank borrowings *(Note)*	1.622%	269,694	269,694	203,566
		304,364	304,364	237,253

At 31 December 2013

	Weighted average interest rate	Repayable on demand or within one year *HKD'000*	Total undiscounted cash flow *HKD'000*	Carrying amounts *HKD'000*
Non-derivative financial liabilities				
Other payables and accrued charges	–	2,009	2,009	2,009
Amount due to ultimate holding company	–	4,687	4,687	4,687
Amount due to immediate holding company	3.500%	29,056	29,056	28,073
Amount due to a director	–	2,634	2,634	2,634
Bank borrowings *(Note)*	2.856%	260,032	260,032	199,144
		298,418	298,418	236,547

At 31 December 2014

	Weighted average interest rate	Repayable on demand or within one year	Total undiscounted cash flow	Carrying amounts
		HKD'000	*HKD'000*	*HKD'000*
Non-derivative financial liabilities				
Other payables and accrued charges	–	86	86	86
Amount due to ultimate holding company	–	8,394	8,394	8,394
Amount due to immediate holding company	3.500%	29,040	29,040	28,058
Bank borrowings *(Note)*	2.871%	250,357	250,357	194,631
		287,877	287,877	231,169

At 30 June 2015

	Weighted average interest rate	Repayable on demand or within one year	Total undiscounted cash flow	Carrying amounts
		HKD'000	*HKD'000*	*HKD'000*
Non-derivative financial liabilities				
Other payables and accrued charges	–	41	41	41
Amount due to immediate holding company	–	6,667	6,667	6,667
Bank borrowings *(Note)*	2.885%	244,099	244,099	190,931
		250,807	250,807	197,639

Note: Metro Victor's bank borrowings with a repayment on demand clause are classified under "on demand" time band in the maturity analysis. Taking into account Metro Victor's financial position and the fair value of pledged assets, the Directors believe that it is not probable that the banks will exercise its discretionary right to demand immediate repayment and the bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

(c) Fair value measurements

The Directors considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost approximate their fair values.

22. Major non-cash transactions

Major non-cash transactions

A transfer agreement was signed on 30 June 2015 between Metro Victor, Skyway Securities Investment Limited and Mr. Lam (the ''parties''), the parties agree to transfer the amount of approximately HKD9,966,000 from amount due to ultimate holding company, Skyway Securities Investment Limited to amount due to a director, Mr. Lam, unconditionally, in their respective amounts.

A transfer agreement was signed on 30 June 2015 between Metro Victor, Great Well Properties Limited and Mr. Lam (the ''parties''), the parties agree to transfer the amount of approximately HKD20,718,000 from amount due from a director, Mr. Lam to amount due from immediate holding company, Great Well, unconditionally, in their respective amounts.

23. Events after the end of reporting period

There was no significant events after the end of each of the Relevant Periods.

24. Subsequent financial statements

No audited financial statements have been prepared by Metro Victor in respect of any period subsequent to 31 December 2014 and up to the date of this report.

Yours faithfully,

ZHONGLEI (HK) CPA Company Limited
Certified Public Accountants (Practising)
Lam Chik Tong
Practising Certificate Number: P05612

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Hong Kong

Set out below are the management discussion and analysis on the Target Company for the three years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2015.

MANAGEMENT DISCUSSION AND ANALYSIS OF THE TARGET COMPANY FOR THE YEAR ENDED 31 DECEMBER 2012

General Information

The Target Company is a limited company incorporated in Hong Kong. The principal activity of the Company is property investment.

Principal Income Statement Components

Gain from changes in fair values of an investment property

The Target Company held a residential property located in Kowloon Tong. Based on the independent valuation of the investment property as at 31 December 2012, a valuation gain of HK$95,000,000 was recognised.

Finance cost

The Target Company's finance cost for the year ended 31 December 2012 was approximately HK$1,930,000 in relation to interest paid on the bank borrowings and other borrowings.

Liquidity and financial resources

Net Assets

As at 31 December 2012, the Target Company recorded total assets of approximately HK$377,304,000 which were financed by liabilities of approximately HK$237,253,000 and equity of approximately HK$140,051,000. The net asset value as at 31 December 2012 was approximately HK$140,051,000.

Bank borrowings

As at 31 December 2012, the Target Company had bank borrowings of approximately HK$203,566,000 which were secured by legal charge on the Target Company's investment property.

Liquidity

The Target Company had total cash and bank balances of approximately HK$72,000 as at 31 December 2012. Balances of bank borrowings, amount due to ultimate holding company, amount due to immediate holding company and amount due to a director were approximately HK$235,523,000. The gearing ratio of the Target Company as at 31 December 2012, calculated as a ratio of total bank borrowings, amount due to ultimate holding company, amount due to immediate holding company and amount due to a director to total equity was approximately1.68. Net assets were approximately HK$140,051,000.

The Target Company recorded total current assets of approximately HK$58,523,000 as at 31 December 2012 and total current liabilities of approximately HK$237,253,000. The current ratio of the Target Company, calculated by dividing total current assets by total current liabilities was approximately 0.25 as at 31 December 2012.

Charges on assets

At 31 December 2012, the Target Company has pledged its investment property with a carrying amount of HK$315,000,000 to secure mortgage loan granted to the Target Company and the banking facilities granted to a related company, in which the then director of the Company has beneficial interest.

Treasury policies

The Target Company generally finances its operations with internally generated resources and external borrowings.

Foreign exchange exposure

As the bank borrowings were in HK$, foreign exchange exposure risk is remote.

Capital structure

The initial issued share capital of the Target Company is HK$10,000, which have been fully paid as at 31 December 2012.

Employee and remuneration polices

The Target Company did not enter into any contract of any person engaged in the full-time employment of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS OF THE TARGET COMPANY FOR THE YEAR ENDED 31 DECEMBER 2013

General Information

The Target Company is a limited company incorporated in Hong Kong. The principal activity of the Company is property investment.

Principal Income Statement Components

Gain from changes in fair values of an investment property

The Target Company held a residential property located in Kowloon Tong. Based on the independent valuation of the investment property as at 31 December 2013, a valuation gain of HK$30,000,000 was recognised.

Finance cost

The Target Company's finance cost for the year ended 31 December 2013 was approximately HK$6,217,000 in relation to interest paid on the bank borrowings and other borrowings.

Liquidity and financial resources

Net Assets

As at 31 December 2013, the Target Company recorded total assets of approximately HK$398,095,000 which were financed by liabilities of approximately HK$236,547,000 and equity of approximately HK$161,548,000. The net asset value as at 31 December 2013 was HK$161,548,000.

Bank borrowings

As at 31 December 2013, the Target Company had bank borrowings of approximately HK$199,144,000 which were secured by legal charge on the Target Company's investment property.

Liquidity

The Target Company had total cash and bank balances of approximately HK$184,000 as at 31 December 2013. Balances of bank borrowings, amount due to ultimate holding company, amount due to immediate holding company and amount due to a director were approximately HK$234,538,000. The gearing ratio of the Target Company as at 31 December 2013, calculated as a ratio of total bank borrowings, amount due to ultimate holding company, amount due to immediate holding company and amount due to a director to total equity was approximately1.45. Net assets were approximately HK$161,548,000.

The Target Company recorded total current assets of approximately HK$50,293,000 as at 31 December 2013 and total current liabilities of approximately HK$236,547,000. The current ratio of the Target Company, calculated by dividing total current assets by total current liabilities was approximately 0.21 as at 31 December 2013.

Charges on assets

At 31 December 2013, the Target Company has pledged its investment property with a carrying amount of HK$345,000,000 to secure mortgage loan granted to the Target Company and the banking facilities granted to a related company, in which the then director of the Company has beneficial interest.

Treasury policies

The Target Company generally finances its operations with internally generated resources and external borrowings.

Foreign exchange exposure

As the bank borrowings were in HK$, foreign exchange exposure risk is remote.

Capital structure

The initial issued share capital of the Target Company is HK$10,000, which have been fully paid as at 31 December 2013.

Employee and remuneration polices

The Target Company did not enter into any contract of any person engaged in the full-time employment of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS OF THE TARGET COMPANY FOR THE YEAR ENDED 31 DECEMBER 2014

General Information

The Target Company is a limited company incorporated in Hong Kong. The principal activity of the Company is property investment.

Principal Income Statement Components

Gain from changes in fair values of an investment property

The Target Company held a residential property located in Kowloon Tong. Based on the independent valuation of the investment property as at 31 December 2014, a valuation gain of HK$10,000,000 was recognised.

Finance cost

The Target Company's finance cost for the year ended 31 December 2014 was approximately HK$6,138,000 in relation to interest paid on the bank borrowings and other borrowings.

Liquidity and financial resources

Net Assets

As at 31 December 2014, the Target Company recorded total assets of approximately HK$394,080,000 which were financed by liabilities of approximately HK$231,169,000 and equity of approximately HK$162,911,000. The net asset value as at 31 December 2014 was HK$162,911,000.

Bank borrowings

As at 31 December 2014, the Target Company had bank borrowings of approximately HK$194,631,000 which were secured by legal charge on the Target Company's investment property.

Liquidity

The Target Company had total cash and bank balances of approximately HK$222,000 as at 31 December 2014. Balances of bank borrowings, amount due to ultimate holding company, amount due to immediate holding company and amount due to a director were approximately HK$231,083,000. The gearing ratio of the Target Company as at 31 December 2014, calculated as a ratio of total bank borrowings, amount due to ultimate holding company, amount due to immediate holding company and amount due to a director to total equity was approximately1.42. Net assets were approximately HK$162,911,000.

The Target Company recorded total current assets of approximately HK$37,321,000 as at 31 December 2014 and total current liabilities of approximately HK$231,169,000. The current ratio of the Target Company, calculated by dividing total current assets by total current liabilities was approximately 0.16 as at 31 December 2014.

Charges on assets

At 31 December 2014, the Target Company has pledged its investment property with a carrying amount of HK$355,000,000 to secure mortgage loan granted to the Target Company and the banking facilities granted to a related company, in which the then director of the Company has beneficial interest.

Treasury policies

The Target Company generally finances its operations with internally generated resources and external borrowings.

Foreign exchange exposure

As the bank borrowings were in HK$, foreign exchange exposure risk is remote.

Capital structure

The initial issued share capital of the Target Company is HK$10,000, which have been fully paid as at 31 December 2014.

Employee and remuneration polices

The Target Company did not enter into any contract of any person engaged in the full-time employment of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS OF THE TARGET COMPANY FOR THE SIX MONTHS ENDED 30 JUNE 2015

General Information

The Target Company is a limited company incorporated in Hong Kong. The principal activity of the Company is property investment.

Principal Income Statement Components

Gain from changes in fair values of an investment property

The Target Company held a residential property located in Kowloon Tong. Based on the independent valuation of the investment property as at 30 June 2015, a valuation gain of HK$45,000,000 was recognised.

Finance cost

The Target Company's finance cost for the period ended 30 June 2015 was approximately HK$3,042,000 in relation to interest paid on the bank borrowings and other borrowings.

Liquidity and financial resources

Net Assets

As at 30 June 2015, the Target Company recorded total assets of approximately HK$401,259,000 which were financed by liabilities of approximately HK$197,639,000 and equity of approximately HK$203,620,000. The net asset value as at 30 June 2015 was HK$203,620,000.

Bank borrowings

As at 30 June 2015, the Target Company had bank borrowings of approximately HK$190,931,000 which were secured by legal charge on the Target Company's investment property.

Liquidity

The Target Company had total cash and bank balances of approximately HK$141,000 as at 30 June 2015. Balances of bank borrowings and amount due to immediate holding company were approximately HK$197,598,000. The gearing ratio of the Target Company as at 30 June 2015, calculated as a ratio of total bank borrowings and amount due to immediate holding company to total equity was approximately0.97. Net assets were approximately HK$203,620,000.

The Target Company recorded total current assets of approximately HK$169,000 as at 30 June 2015 and total current liabilities of approximately HK$197,639,000. The current ratio of the Target Company, calculated by dividing total current assets by total current liabilities was approximately 0.001 as at 30 June 2015.

Charges on assets

At 30 June 2015, the Target Company has pledged its investment property with a carrying amount of HK$400,000,000 to secure mortgage loan granted to the Target Company.

Treasury policies

The Target Company generally finances its operations with internally generated resources and external borrowings.

Foreign exchange exposure

As the bank borrowings were in HK$, foreign exchange exposure risk is remote.

Capital structure

The initial issued share capital of the Target Company is HK$10,000, which have been fully paid as at 30 June 2015.

Employee and remuneration polices

The Target Company did not enter into any contract of any person engaged in the full-time employment of the Company.

INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA INFORMATION

The Board of Directors
China For You Group Company Limited
Room 912, 9/F
New East Ocean Centre
9 Science Museum Road
Tsim Sha Tsui East
Kowloon, Hong Kong

Dear Sirs,

We have completed our assurance engagement to report on the compilation of the unaudited pro forma financial information of China For You Group Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated statements of financial position as at 30 June 2015 and, the unaudited pro forma consolidated statements of profit or loss and other comprehensive income and the unaudited pro forma consolidated statements of cash flows for the year ended 31 December 2014 and related notes of the Group and Metro Victor Limited ("Metro Victor") (hereinafter collectively referred to as the "Enlarged Group") (the "Unaudited Pro Forma Financial Information") as set out pages 74 to 85 of Appendix IV to the circular dated 23 October 2015 (the "Circular") issued by the Company. The applicable criteria on the basis of which the Directors have complied the Unaudited Pro Forma Financial Information are described on pages 74 to 85 of Appendix IV to the Circular.

The Unaudited Pro Forma Financial Information has been complied by the Directors to illustrate the impact of the proposed acquisition of the entire issued share capital of Metro Victor and the settlement of the amount due to Great Well Properties Limited by Metro Victor (the "Proposed Acquisition") on the Group's financial position as at 30 June 2015 and the Group's financial performance and cash flows for the year ended 31 December 2014 as if the Proposed Acquisition had taken place at 30 June 2015 and 1 January 2014 respectively. As part of this process, information about the Group's financial position has been extracted by the Directors from the Company's condensed consolidated financial statements for the six months ended 30 June 2015, on which an interim report have been published, while the Group's financial performance and cash flows has been extracted by the Directors from the Company's consolidated financial statements for the year ended 31 December 2014, on which an audit report have been published.

The information about Metro Victor's financial position as at 30 June 2015 and financial performance and cashflow for the year ended 31 December 2014 has been extracted by the Directors from the financial information as set out in Appendix I in the Circular.

DIRECTORS' RESPONSIBILITIES FOR THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "*Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars*" ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

REPORTING ACCOUNTANT'S RESPONSIBILITIES

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements ("HKSAE") 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by the HKICPA. This standard requires that the reporting accountant comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have complied, in all material respects, the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For the purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of the Unaudited Pro Forma Financial Information included in the Circular is solely to illustrate the impact of the Proposed Acquisition on unadjusted financial information on the Group as if the Proposed Acquisition had occurred at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Proposed Acquisition at 30 June 2015 or 1 January 2014 would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly complied, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Enlarged Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

OPINION

In our opinion:

(a) the Unaudited Pro Forma Financial Information has been properly complied on the basis stated;

(b) such basis is consistent with the accounting policies of the Group; and

(c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,

ZHONGLEI (HK) CPA Company Limited
Certified Public Accountants (Practising)
Lam Chik Tong
Practising Certificate Number: P05612

Suites 313-316, 3/F
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

23 October 2015

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE ENLARGED GROUP

1 Introduction to the Unaudited Pro Forma Financial Information of the Enlarged Group

The following is the unaudited pro forma financial information of the Enlarged Group (the "Unaudited Pro Forma Financial Information"), being the Company and its subsidiaries (collectively, the "Group"), as if the proposed acquisition of the entire issued share capital of Metro Victor (the "Proposed Acquisition") had been taken place on 30 June 2015 for the unaudited pro forma consolidated statements of financial position, and as if the Proposed Acquisition had taken place on 1 January 2014 for the unaudited pro forma consolidated statements of profit or loss and other comprehensive income and the unaudited pro forma consolidated statements of cash flows. Details of the Proposed Acquisition are set out in the section headed "Letter from the Board" contained in this Circular.

The Unaudited Pro Forma Financial Information has been prepared in accordance with Paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), for the purpose of illustrating the effect of the Proposed Acquisition pursuant to the terms of "Agreement for transfer of shares in and shareholder's loan owned by Metro Victor Limited" dated 17 August 2015 entered into between the Group and Great Well Properties Limited ("Great Well"), which owned 100% of Metro Victor, to conditionally acquire the entire equity interest in Metro Victor (the "Metro Victor Acquisition Agreement"). Because of its hypothetical nature, the Unaudited Pro Forma Financial Information may not give a true picture of the financial position or results of the Enlarged Group had the Proposed Acquisition been completed as of the specified dates or any future date.

The unaudited pro forma consolidated statements of financial position of the Enlarged Group upon completion as at 30 June 2015 and is prepared as if the Proposed Acquisition had taken place on 30 June 2015 and is based on the unaudited condensed consolidated statements of financial position of the Group as at 30 June 2015, which has been extracted from the Company's interim report for the six months ended 30 June 2015, and the audited statements of financial position of Metro Victor as at 30 June 2015 as extracted from the accountants' report set out in Appendix II to this Circular, after making pro forma adjustments that are (i) directly attributable to the Proposed Acquisition; and (ii) factually supportable.

The unaudited pro forma consolidated statements of profit or loss and other comprehensive income and unaudited pro forma consolidated statements of cash flows of the Enlarged Group upon completion for the year ended 31 December 2014 are prepared as if the Proposed Acquisition had taken place on 1 January 2014 and are based on the audited consolidated statements of profit or loss and other comprehensive income and the audited consolidated statements of cash flows of the Group for the year ended 31 December 2014, which have been extracted from the annual report of the Company for the year ended 31 December 2014, and the audited statements of profit or loss and other comprehensive income and the audited statements of cash flows of Metro Victor for the year ended 31 December 2014 as extracted from the accountants' report set out in Appendix II to this Circular. after making pro forma adjustments that are (i) directly attributable to the Acquisition; and (ii) factually supportable.

The Unaudited Pro Forma Financial Information is based on a number of assumptions, estimates and uncertainties. The Unaudited Pro Forma Financial Information does not purport to describe (i) the actual financial position of the Enlarged Group that would have been attained had the Proposed Acquisition been completed on 30 June 2015; and (ii) the actual results and cash flows of the Enlarged Group that would have been attained had the Proposed Acquisition been completed on 1 January 2014. The Unaudited Pro Forma Financial Information does not purport to predict the future financial position, results and cash flows of the Enlarged Group.

The Unaudited Pro Forma Financial Information should be read in conjunction with the historical financial information of the Group as set out in the published (i) audited consolidated financial statements of the Company for the year ended 31 December 2014; (ii) interim report of the Company for the six months ended 30 June 2015, and (iii) other financial information included elsewhere in this Circular.

2 Unaudited Pro Forma Consolidated Statements of Profit or Loss and Other Comprehensive Income of the Enlarged Group

	The Group	Metro Victor	Pro Forma Adjustments	Enlarged Group
	Year ended 31 December 2014	**Year ended 31 December 2014**		**Year ended 31 December 2014**
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*
	(Audited)	(Audited)	(Unaudited)	(Unaudited)
	Note 5(a)	*Note 5(b)*		
Continuing operations				
Turnover – gross proceeds	124,956	–	–	124,956
Revenue	68,821	–	–	68,821
Cost of sales	(45,012)	–	–	(45,012)
Gross profit	23,809	–	–	23,809
Other revenue	13	–	–	13
Changes in fair value of an investment property	–	10,000	–	10,000
Selling and distribution expenses	(520)	–	–	(520)
Administrative expenses	(17,155)	(2,499)	–	(19,654)
Share-based payments expenses	(4,861)	–	–	(4,861)
Operating profit	1,286	7,501	–	8,787
Finance costs	(77)	(6,138)	–	(6,215)
Profit before income tax	1,209	1,363	–	2,572
Income tax expense	(1,560)	–	–	(1,560)
Loss (profit) for the year from continuing operations	(351)	1,363	–	1,012

2 Unaudited Pro Forma Consolidated Statements of Profit or Loss and Other Comprehensive Income of the Enlarged Group – Continued

	The Group	Metro Victor	Pro Forma Adjustments	Enlarged Group
	Year ended 31 December 2014	**Year ended 31 December 2014**		**Year ended 31 December 2014**
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*
	(Audited)	(Audited)	(Unaudited)	(Unaudited)
	Note 5(a)	*Note 5(b)*		
Discontinued operations				
Gain on waiver of the amount due to a deconsolidated subsidiary	3,066	–	–	3,066
Profit for the year from discontinued operations	3,066	–	–	3,066
Profit for the year attributable to owners of the Company	2,715	1,363	–	4,078
Other comprehensive expense				
Items that may be reclassified subsequently to profit or loss:				
Exchange differences arising on translation of financial statements of foreign operations	(60)	–	–	(60)
Total comprehensive income for the year attributable to owners of the Company	2,655	1,363	–	4,018

3 Unaudited Pro Forma Consolidated Statements of Financial Position of the Enlarged Group

	The Group	Metro Victor	Pro Forma Adjustments		Enlarged Group
	As at 30 June 2015	As at 30 June 2015	Investment in Metro Victor	Elimination of investment in Metro Victor	As at 30 June 2015
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*	*HKD'000*
	(Unaudited)	(Audited)			(Unaudited)
	Note 5(a)	*Note 5(b)*	*Note 5(c)*	*Note 5(c)*	
NON-CURRENT ASSETS					
Property, plant and equipment	493	1,090	–	–	1,583
Investment property	–	400,000	–	(287)	399,713
Intangible assets	46	–	–	–	46
Interests in subsidiaries	–	–	203,333	(203,333)	–
Interests in associates	–	–	–	–	–
	539	401,090	203,333	(203,620)	401,342
CURRENT ASSETS					
Inventories	943	–	–	–	943
Held-for-trading investments	40,882	–	–	–	40,882
Trade and other receivables	35,993	28	–	–	36,021
Amount due from an associate	3,400	–	–	–	3,400
Cash and bank balances	37,762	141	(37,903)	–	–
	118,980	169	(37,903)	–	81,246
CURRENT LIABILITIES					
Bank overdrafts	–	–	42,097	–	42,097
Trade and other payables	26,842	41	–	–	26,883
Amount due to former immediate holding company	–	6,667	(6,667)	–	–
Amount due to a director	207	–	–	–	207
Bank borrowings	–	190,931	–	–	190,931
Tax liabilities	3,817	–	–	–	3,817
	30,866	197,639	35,430	–	263,935
NET CURRENT ASSETS (LIABILITIES)	88,114	(197,470)	(73,333)	–	(182,689)
TOTAL ASSETS LESS CURRENT LIABILITIES	88,653	203,620	130,000	(203,620)	218,653
NON-CURRENT LIABILITY					
Promissory notes	–	–	130,000	–	130,000
NET ASSETS	88,653	203,620	–	(203,620)	88,653
CAPITAL AND RESERVES					
Share capital	3,522	10	–	(10)	3,522
Reserve	85,131	203,610	–	(203,610)	85,131
TOTAL EQUITY	88,653	203,620	–	(203,620)	88,653

4 Unaudited Pro Forma Consolidated Statements of Cash Flows of the Enlarged Group

	The Group	Metro Victor	Pro Forma Adjustments	Enlarged Group
	Year ended 31 December 2014	Year ended 31 December 2014	Investment in Metro Victor	Year ended 31 December 2014
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*
	(Audited)	(Audited)		(Unaudited)
	Note 5(a)	*Note 5(b)*	*Note 5(c)*	
OPERATING ACTIVITIES				
Profit before tax from continuing operations	1,209	1,363	–	2,572
Profit before tax from discontinued operations	3,066	–	–	3,066
Profit before tax	4,275	1,363	–	5,638
Adjustments for:				
Finance costs	77	6,138	–	6,215
Interest income	(11)	–	–	(11)
Depreciation of property, plant and equipment	184	1,112	–	1,296
Share-based payments expenses	4,861	–	–	4,861
Gain on waiver of the amount due to a deconsolidated subsidiary	(3,066)	–	–	(3,066)
Changes in fair value of an investment property	–	(10,000)	–	(10,000)
Operating cash flows before movements in working capital	6,320	(1,387)	–	4,933
Increase in inventories	(313)	–	–	(313)
Increase in trade and other receivables	(22,370)	–	–	(22,370)
Decrease in amount due to former immediate holding company	–	(12)	–	(12)
Increase (decrease) in trade and other payables	2,256	(1,923)	–	333
Decrease in amount due from a former director	–	13,010	–	13,010
Increase in amount due to a director	104	–	–	104
NET CASH USED IN (FROM) OPERATING ACTIVITIES	(14,003)	9,688	–	(4,315)
INVESTING ACTIVITIES				
Interest received	11	–	–	11
Purchase of property, plant and equipment	–	(69)	–	(69)
Net cash outflow for acquiring a subsidiary	–	–	(80,000)	(80,000)
Net cash inflow from acquisition of a subsidiary	3	–	–	3
NET CASH FROM (USED IN) INVESTING ACTIVITIES	14	(69)	(80,000)	(80,055)

4 Unaudited Pro Forma Consolidated Statements of Cash Flows of the Enlarged Group – Continued

	The Group	Metro Victor	Pro Forma Adjustments	Enlarged Group
	Year ended 31 December 2014	Year ended 31 December 2014	Investment in Metro Victor	Year ended 31 December 2014
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*
	(Audited)	(Audited)		(Unaudited)
	Note 5(a)	*Note 5(b)*	*Note 5(c)*	
FINANCING ACTIVITIES				
Interest paid	(77)	(6,138)	–	(6,215)
Loan from an independent third party	7,680	–	–	7,680
Loan repayment to an independent third party	(7,680)	–	–	(7,680)
Increase in amount due to ultimate holding company	–	3,707	–	3,707
Decrease in amount due to immediate holding company	–	(3)	–	(3)
Decrease in amount due to a former director	–	(2,634)	–	(2,634)
Repayment of bank borrowings	–	(4,513)	–	(4,513)
Proceeds from issuance of shares upon placing, net of transaction costs	17,480	–	–	17,480
Proceeds from issuance of shares upon open offer, net of transaction costs	41,619	–	–	41,619
NET CASH FROM (USED IN) FINANCING ACTIVITIES	59,022	(9,581)	–	49,441
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	45,033	38	(80,000)	(34,929)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	109	184	–	293
Effect of foreign exchange rates changes, net	(60)	–	–	(60)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	45,082	222	(80,000)	(34,696)

5 Notes to the Unaudited Pro Forma Financial Information of the Enlarged Group

(a) For the preparation of unaudited pro forma consolidated statements of financial position, the amounts are extracted from the unaudited interim report of the Group for the six months ended 30 June 2015. For the preparation of unaudited pro forma consolidated statements of profit or loss and other comprehensive income and unaudited pro forma consolidated statements of cash flows, the amounts are extracted from the consolidated financial statements of the Group for the year ended 31 December 2014 as set out in the latest published annual report of the Group.

(b) For the preparation of unaudited pro forma consolidated statements of financial position, the amounts are extracted from the Financial Information of Metro Victor for the six months ended 30 June 2015 as set out in Appendix I to the Circular. For the preparation of unaudited pro forma consolidated statements of profit or loss and other comprehensive income and unaudited pro forma consolidated statements of cash flows, the amounts are extracted from the Financial Information of Metro Victor for the year ended 31 December 2014 as set out in Appendix I to the Circular.

(c) The adjustment represents the acquisition of the Proposed Acquisition. Pursuant to the Metro Victor Acquisition Agreement, the Group has conditionally agreed to acquire the entire issued share capital of Metro Victor for an aggregated consideration amounted to HKD210,000,000 (as to approximately HKD203,333,000 for the acquisition of the entire issued share capital of Metro Victor (the "Sale Shares") and as to approximately HKD6,667,000 for settlement of the amount due to Great Well by Metro Victor (the "Sale Loan")), which is to be satisfied in the following manners:

	Notes	*HKD'000*
Cash	*(i)*	80,000
Promissory note	*(ii)*	130,000
		210,000

(i) HKD20,000,000 is satisfied by cash within five business days from the date of signing of Metro Victor Acquisition Agreement as an initial deposit; further HKD40,000,000 will be satisfied by cash within three months from the date of signing of Metro Victor Acquisition Agreement or within five business days after the approval by the shareholders of the Company at the extraordinary general meeting having been obtained, whichever is later; and further HKD20,000,000 will be satisfied by cash on the completion date of the Proposed Acquisition (the "Completion Date") to Great Well (the "Vendor").

(ii) The remaining balance of HKD130,000,000 represents the principal amount of the promissory notes for two years, bear interest at the rate of 2% per annum and is payable semi-annually in arrears.

Upon the completion of the Proposed Metro Victor Acquisition, Metro Victor would become an indirect owned subsidiary of the Company.

Metro Victor is mainly holding an investment property in Hong Kong. The Proposed Acquisition is accounted for as an acquisition of assets and the investment property is recognised in accordance with Hong Kong Accounting Standard 40 *Investment Property* at the amount of the consideration paid and payable.

The amount of approximately HKD287,000 represents the adjustment of the fair value on the investment property which arise from the difference between the actual amount payable for the acquisition of the assets of approximately HKD203,333,000 and the allocated cost of Metro Victor as at 30 June 2015 of approximately HKD203,620,000.

However, the Group did not have sufficient cash and bank balances at 30 June 2015 to settle HKD80 million in full. Pursuant to the Company's announcement dated 26 June 2015, on the same day, the Company entered into a placing agreement (the "Shares Placing Agreement") with a placing agent, Skyway Securities Investment Limited, that the Company has conditionally agreed to place up to 656,000,000 shares of the Company (the "Placing Shares") at HKD0.26 per placing share (herein refer to as the "Placing"). The Placing has been completed on 17 July 2015 and the net proceeds from the Placing were amounted to approximately HKD165 million. Pursuant to Company's announcement dated 17 July 2015, proceeds from the Placing of approximately HKD60 million and HKD20 million will be used for investment in listed securities and property in Hong Kong and general working capital of the Group to meet any future business development and obligations. Therefore, the Company will have sufficient funds to finance the Proposed Acquisition.

The following is the text of the letter, summary of valuation and the valuation certificate, prepared for the purpose of incorporation in this circular received from A.G. Wilkinson & Associates (Surveyors) Ltd., an independent valuer, in connection with its valuation of the Property as at August 31, 2015.

SINCE 1971
A.G. WILKINSON & ASSOCIATES (SURVEYORS) LIMITED
韋 堅 信 測 量 師 行 有 限 公 司
Unit 2701, 27/F, The Center, 99 Queen's Road Central, Hong Kong.
Tel: 2521-6467 Fax: 2845-2642, 2804-6352 www.agwilkinson.com E-mail: e@agw.com.hk

October 12, 2015
Our Ref: 15/VT/00962

The Directors
China For You Group Company Limited
Room 912, 9/F., New East Ocean Centre,
9 Science Museum Road,
TST East,
Kowloon,
Hong Kong

Dear Sirs,

Re: No. 2 Lincoln Road, Kowloon
"**the subject property**"

In accordance with your instructions for us to value the subject property in respect of the proposed acquisition by China For You Group Company Limited (the "Company") and/or its subsidiaries (together referred to as (the "Group"), we confirm that we have carried out inspection, made relevant enquiries and searches as we consider necessary for the purpose of providing you with our opinion of the market value of the subject property as at August 31, 2015 for the purpose of inclusion in a Circular to be issued by the Group.

The term, Market Value, is defined by the International Valuation Standards and followed by the HKIS Valuation Standards (2012 Edition) as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing where the parties had each acted knowledgeably, prudently and without compulsion".

Market Value is understood as the value of an asset or liability estimated without regard to cost of sale or purchase (or transaction) and without offset for any associated taxes or potential taxes.

Our valuations have been made on the assumption that the owner sells the property interests on the open market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement which would serve to increase the value of such property interests. In addition, no account has been taken of any option or right of pre-emption concerning or affecting the sale of the property interests and no forced sale situation in any manner is assumed in our valuation.

We have valued the subject property by using Direct Comparison method by making reference to comparable market transactions as reported in the market at similar locations. Appropriate adjustments have been made between the comparables and the subject property for all the relevant factors.

We have caused searches to be made at the relevant Land Registry. However, we have not searched the original documents to verify ownership or to ascertain any lease amendments. We shall not assume any responsibility for matter legal in nature, nor do we given any opinion as to the title which is assumed to be good transferable and marketable.

We have taken reasonable steps and our best effort to verify all data, information and sources of information being relied upon in the preparation of the valuation, including matters such as planning approvals, statutory notices, easements, tenure, occupancy, lettings, floor areas and all other relevant matters. All information, documents and leases have been used as reference only. All dimensions, measurements and areas are approximate. Unless otherwise stated, the conversion factor of 1 square metre to 10.764 square feet is adopted.

Whilst we have carried out an inspection of the property, we have not carried out structural survey and it was not possible to inspect the wood work and other parts of the structure which were covered, unexposed or inaccessible. We are therefore, unable to report that the property is free of rot, infestation or any other structural defects. No test has been carried out on any of the building services.

No allowance has been made in our valuations for any charges, mortgages or amounts owing on the property interests nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the property interests are free from encumbrances, restrictions and outgoings of any onerous nature which could affect its value.

Our valuation has been prepared in accordance with The HKIS Valuation Standards (2012 Edition), the relevant provisions in the Company Ordinance and it has complied with Chapter 5 of the rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

We attached herein our Summary of Valuation and Valuation Certificate.

Yours faithfully,
For and on behalf of
A.G. WILKINSON & ASSOCIATES (SURVEYORS) LIMITED

Sr. Ringo C.C. Lam
B.Sc.(Hons), MCIREA, FHKIS, RPS(GP)
Director of Valuation and Consultancy Services
RL/KC/jy

Note: Sr. Ringo C.C. Lam is a Registered Professional Surveyor (General Practice Division) in the Hong Kong Special Administrative Region of The People's Republic of China. He is a Professional Member of the China Institute of Real Estate Appraisers and a Fellow Member of The Hong Kong Institute of Surveyors. He joined this professional practice since 1995 and he had about 22 years of post qualification experience in General Practice Surveying in Hong Kong

He is currently on the "List of Property Valuers for Undertaking Valuation for Incorporation or Reference in Listing Particulars and Circulars and Valuation in connection with Takeovers and Mergers" of The Hong Kong Institute of Surveyors

SUMMARY OF VALUE

Property	Market Value as at August 31, 2015
No. 2 Lincoln Road, Kowloon	HK$401,727,000
Total:	HK$401,727,000

Note: The subject property was valued at HK$401,727,000 (FOUR HUNDRED ONE MILLION SEVEN HUNDRED AND TWENTY SEVEN THOUSAND HONG KONG DOLLARS) by A. G. Wilkinson & Associates (Surveyors) Ltd., as at August 31, 2015 on the basis of Market Value, in accordance with the HKIS Valuation Standards (2012 Edition), the relevant provisions in the Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong.

VALUATION CERTIFICATE

Property	Description and Tenure	Particulars of Occupancy	Market Value as at August 31, 2015
No. 2 Lincoln Road, Kowloon	The property comprises a 3-storey garden house for residential purpose with a swimming pool on ground floor. Vertical access is served by an internal staircase and a lift. The property was completed on November 29, 2006. The floor areas of the property are summarized as follows:- Gross Floor Area – 6,702 sq.ft. Saleable Area – 6,659 sq.ft. **Ancillary Accommodations:** Flat Roof – 445 sq.ft. Top Roof – 1,673 sq.ft. Garden/Terrace/Yard – 8,535 sq.ft. – or thereabouts. The subject lot has a total registered site area of 11,169 sq.ft. or thereabouts. The property is held under Government Lease of New Kowloon Inland Lot No. 705 for a lease term expiring on June 30, 2047 at an annual rental of an amount equals to 3% of the rateable value for the time being of the lot. There is no options or rights of pre-emption concerning or affecting the property.	As informed by the Company, the property was owner-occupied by Metro Victor Limited as at the valuation date.	HK$401,727,000

Notes:

1/ The registered owner of the subject property is "Metro Victor Limited" vide Memorial No. 10050602690456 dated April 20, 2010.

2/ The property is subject to a Mortgage and a Second Mortgage in favour of "Public Bank (Hong Kong) Limited" vide Memorial Nos. 12092101970147 and 13011002460296 dated August 28, 2012 and December 20, 2012 respectively.

3/ The property is currently zoned "Residential (Group C) 1" under Kowloon Tong Outline Zoning Plan No. S/K18/19 dated January 16, 2015.

4/ The property is subject to Government Lease of New Kowloon Inland Lot No. 705. Salient points of the Government Lease in relation to user restriction of the lot are extracted below:-

"…And will during the whole of the said term hereby granted keep and maintain on the said piece or parcel of ground hereby demised a messuage or dwelling house…which said messuage or dwelling house shall be of the same type of building elevation character and description and shall front and range in an uniform manner with buildings immediately adjacent thereto the whole to be done to the satisfaction of His said Majesty's Director of Public Works…"

5/ Recent market transactions of similar properties in the locality are as follows:-

Address	**Transacted Price** *(HK$)*	**Unit Rate of Saleable Area** *(HK$/sq.ft)*	**Instrument Date**
Suffolk Road 8	242,000,000	76,631	Jun 1, 2015 (ASP)
House No. 1 of Ede Road 1	362,900,000	82,253	Mar 2, 2015 (ASP)
Somerset Road 24	315,000,000	46,262	Jul 17, 2014 (PASP)
House 12 of Mount Beacon	106,500,000	40,371	Jul 9, 2014 (ASP)
House 17 of Mount Beacon	115,000,000	43,594	Mar 24, 2014 (ASP)

Address	**Transacted Price** *(HK$)*	**Approximately Site Area** *(sq.ft.)*	**Plot Ratio**	**Developable GFA** *(sq.ft.)*	**Unit Rate – Accommodation Value** *(HK$/sq.ft)*	**Instrument Date**
York Road 3	180,000,000	6,113	0.6	3,667	49,086	Jul 17, 2015 (PASP)
York Road 6	238,400,000	10,519	0.6	6,311	37,775	Nov 14, 2014 (ASP)

ASP – Agreement for Sale and Purchase
PASP – Provisional Agreement for Sale and Purchase

Both properties of York Road 3 and York Road 6 are pre-war buildings. The transactions of these two properties are analyzed on redevelopment basis by adopting the transacted price and then divided by developable GFA, the outcome unit rate is known as Accommodation Value.

We consider that the assessed Market Value of HK$401,727,000 for the subject property with unit rate of about HK$60,328/sq.ft. on saleable area basis is fair and reasonable and is within normal market range for similar properties in this locality.

6/ We understand that the Company's instruction on us for the preparation of this valuation report was made in acknowledgement of our previously valuation assignments with the registered owner of the subject property in January 2015 and July 2015 and the Company in August 2015 for market valuations for accounting purposes. We confirm that our valuation for this public circular has been carried out impartially and independently without bias against any parties concerned.

7/ The inspection was undertaken by Sr. Kevin C.Y. Chu and Mr. Paul Lam on July 31, 2015 under the supervision of the Qualified Valuer in accordance with the Valuation Standards and Listing Rules.

On-site inspections were carried out at the subject property and this surrounding area regarding the physical conditions of the building and the nature of the locality. The locality is primarily a low density residential area in which developments are mainly of European-type houses intermingled with education/religion institutes, small size hotels and communal facilities. While the property was owner-occupied by Metro Victor Limited at the time of our inspection, both the external and internal conditions of the property were seen to be reasonably good, except that portion of external wall and two bedrooms on 2/F were undergoing renovations during our inspection. Main building services are available.

Sr. Kevin C.Y. Chu is a Registered Professional Surveyor (General Practice Division) in the Hong Kong Special Administrative Region of The People's Republic of China. He is a Corporate Member of The Hong Kong Institute of Surveyors. He joined this professional practice in 2008 and he has over 17 years of post qualification experience in General Practice Surveying in Hong Kong.

Mr. Paul Lam is currently Senior Valuer of our company. He is holder of Bachelor Degree of Science in Estate Management from College of Estate Management of The University of Reading in the United Kingdom and probationer in the General Practice Division of the Hong Kong Institute of Surveyors. He joined this professional practice since May, 2010.

A.G. Wilkinson & Associates (Surveyors) Ltd., an independent firm of professional valuer, has valued the property interests held by the Target Company as at 31 August 2015. The text of the letter, summary of valuation and the valuation certificate are set out in Appendix V to this circular. The reconciliation between valuation of the property interests held by the Target Company as at 31 August 2015 and the net book value of such property interest as at 30 June 2015 is as follow:

Fair value of property as of 30 June 2015 per valuation report:

	HKD'000
Valuation as at 30 June 2015	400,000
Valuation surplus	1,727
Valuation as of 31 August 2015 per valuation report	401,727

1. 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.

2. DISCLOSURE OF INTERESTS

(a) Directors' and chief executives' interests and short positions in Shares, underlying shares and debentures

As at the Latest Practicable Date, the interests and short positions of the Directors in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which: (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or (iii) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to the Company and the Stock Exchange, were as follows:

Name of Director	Capacity	Number of Shares or underlying Shares held		Approximate percentage of the issued share capital of the Company *(%)*
Chen Huaide	Beneficial owner	82,920,000	(L)	1.98%
Siu Yun Fat *(Note)*	Beneficial owner	67,800,000	(L)	1.62%
Yang Yang *(Note)*	Beneficial owner	35,000,000	(L)	0.84%
Yu Qingrui *(Note)*	Beneficial owner	67,800,000	(L)	1.62%
Lau Fai Lawrence	Beneficial owner	600,000	(L)	0.01%

"L" stands for long position

Note:

The interest disclosed represents the underlying Shares to be issued and allotted upon the exercise of the options granted to the relevant directors.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors had any interests or short positions in the Share, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which: (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or (iii) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to the Company and the Stock Exchange.

(b) Interests and short positions in shares, underlying shares and debentures of companies in which any Director or proposed Director is a director or an employee

As at the Latest Practicable Date, none of the companies in which any Director or proposed Director is director or employee had an interest or short position in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

(c) Substantial Shareholders' and other persons' interests in Shares and underlying shares

As at the Latest Practicable Date, the Directors and the chief executive of the Company were not aware of any other persons other than a Director or chief executive of the Company, who had interests or short position in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any member of the Group.

3. MATERIAL CONTRACTS

(a) The following contracts (not being contracts in the ordinary course of business) have been entered into by members of the Enlarged Group within the two years immediately preceding the date of this circular and are or may be material:

(i) the loan agreement dated 10 February 2014 entered into between the Company as borrower and Lucky Shine Corporation Limited as lender in relation to a loan facility of HK$3 million;

(ii) the supplemental agreement dated 14 March 2014 supplement to the loan agreement dated 10 February 2014 entered into between the Company as borrower and Lucky Shine Corporation Limited as lender to increase the loan facility to HK$20 million;

(iii) the placing agreement dated 14 March 2014 entered into between the Company as issuer and Get Nice Securities Limited as the placing agent in relation to the placing of up to 169,000,000 placing shares at a placing price of HK$0.103 per placing share;

(iv) the supplemental agreement dated 17 March 2014 supplement to the placing agreement dated 14 March 2014 entered into between the Company as issuer and Get Nice Securities Limited as the placing agent to amend the placing price to HK$0.105 per placing share;

(v) the underwriting agreement dated 22 April 2014 entered into between the Company as issuer and Get Nice Securities Limited as the underwriter in relation to the open offer of 1,095,162,666 offer shares at the subscription price of HK$0.04 per offer shares on the basis of one (1) offer shares for every two then existing shares;

(vi) the conditional placing agreement dated 19 May 2015 (as supplemented and amended by the supplemental agreement dated 8 June 2015 and the extension letter dated 15 July 2015) and entered into between the Company and Skyway Securities Investment Limited as placing agent in relation to the placing of up to 657,000,000 non-listed warrants at the warrant placing price of HK$0.1 per warrant;

(vii) the deed of termination dated 4 August 2015 and entered into between the Company and Skyway Securities Investment Limited as placing agent in relation to the termination of the placing of up to 657,000,000 non-listed warrants;

(viii) the placing agreement dated 26 June 2015 and entered into between the Company and Skyway Securities Investment Limited ("**Skyway Securities**") as placing agent in relation to the placing of up to 656,000,000 placing shares at the placing price of HK$0.26 per share;

(ix) the Sale and Purchase Agreement; and

(x) the two placing agreements dated 22 September 2015 and entered into between the Company and Skyway Securities as placing agent in relation to the placing of up to 700,000,000 placing shares and up to 900,000,000 placing shares respectively at the placing price of HK$0.135 per share.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group, excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation).

5. LITIGATION

As at the Latest Practicable Date, save as disclosed below, no member of the Enlarged Group was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance is known to the Directors to be pending or threatened against any member of the Enlarged Group.

a) The Alleged Guarantee and the claim

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

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

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

(a) neither the Board nor the shareholders of the Company had approved or authorised the execution of the purported guarantees or any other documents in favour of GMRC on behalf of the Company;

(b) GMRC had actual, alternatively imputed, knowledge or notice of the lack of authority and/or capacity of Mr. He to execute the purported guarantees, and did not deal with the Company in good faith;

(c) the purported guarantees were executed by Mr. He ultra vires and void for want of authority and/or capacity;

(d) further or alternatively, the making of the purported guarantees was without any benefit whatsoever to the Company as it was given without any consideration provided by GMRC and was neither in the commercial interests of, nor authorised by, the Company, and constituted a purported disposal of its capital without receiving a benefit in return; and

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

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

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

6. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or substantial Shareholder or any of their respective associates has any interest in business which competes with or may compete with the business of the Group or has any other conflict of interests which any person has or may have with the Group.

7. EXPERTS

The following are the qualifications of the experts who have given an opinion or advice contained in this circular:

Name	**Qualification**
ZHONGLEI (HK) CPA Company Limited	Certified Public Accountants
A.G. Wilkinson & Associates (Surveyors) Limited	Independent professional valuer

As at the Latest Practicable Date, each of the experts named above did not have any interests, either direct or indirect, in any assets which have been acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2014, the date to which the latest published audited consolidated financial statements of the Group were made up.

As at the Latest Practicable Date, each of the above experts was not interested beneficially or non-beneficially in any Shares in the Company or any of its subsidiaries or any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

Each of the above experts has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and/or report and/or reference to its name in the form and context in which it respectively appears.

8. MISCELLANEOUS

(a) There is no contract or arrangement entered into by any member of the Enlarged Group subsisting at the date of this circular in which any Director is materially interested and which is significant to the business of the Enlarged Group.

(b) As at the Latest Practicable Date, no Directors had any direct or indirect interest in any assets which had been acquired, disposed of by or leased to, or which were proposed to be acquired, disposed of by or leased to, any member of the Enlarged Group since 31 December 2014, the date to which the latest published audited consolidated financial statements of the Enlarged Group were made up.

(c) The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and the head office and principal place of business in Hong Kong is at Room 912, 9/F., New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong.

(d) The branch share registrar and transfer office of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

(e) The company secretary of the Company is Mr. Lau Cheuk Pun, who is a member of the Hong Kong Institute of Certified Public Accountants.

(f) The English text of this circular shall prevail over the Chinese text in case of any inconsistency.

9. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the principal place of business of the Company in Hong Kong at Room 912, 9/F., New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong during normal business hours on any Business Day from the date of this circular up to and including the date of the EGM:

(a) the memorandum and articles of association of the Company;

(b) the material contracts referred to in the paragraph headed "Material contracts" in this Appendix;

(c) the written consents of experts referred to in the paragraph headed "Experts" in this Appendix;

(d) the accountants' report on the Target Company, the text of which is set out in Appendix II to this circular;

(e) the accountants' report in respect of the unaudited pro forma financial information of the Enlarged Group, the text of which is set out in Appendix IV to this circular;

(f) the valuation report on the Property, the text of which is set out in Appendix V to this circular;

(g) the annual reports of the Company for each of the two financial years ended 31 December 2013 and 31 December 2014; and

(h) 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)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") 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, 23 November 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

"**THAT**

(a) the conditional sale and purchase agreement (the "**Agreement**") dated 17 August 2015 and entered into between Great Well Properties Limited as vendor and Sky Eagle Global Limited as purchaser in relation to the sale and purchase of the entire equity interests of Metro Victor Limited for a total consideration of HK$210,000,000 (a copy of the Agreement is marked "A" and produced to the EGM and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and

(b) any one or more director(s) of the Company (the "**Director(s)**") be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to give effect to the Agreement and the transactions contemplated thereunder 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."

Yours faithfully
For and on behalf of the Board
CHINA FOR YOU GROUP COMPANY LIMITED
Chen Huaide
Chairman

Hong Kong, 23 October 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 entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy needs not be a member of the Company.

2. In order to be valid, the form of proxy must be duly lodged at the Company's branch 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 together with a power of attorney or other authority, if any, under which it is duly signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.

3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.