

# FORNTON GROUP LIMITED

## 豐臨集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

### Proxy Form

Form of proxy for use by shareholders of Fornton Group Limited at the annual general meeting to be convened on Wednesday, 4 June 2014 at 10:00 a.m. (or any adjournment thereof).

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
ordinary shares of par value HK\$0.005 each in the capital of Fornton Group Limited (the "Company"), hereby appoint the Chairman of the Meeting or \_\_\_\_\_

of \_\_\_\_\_  
to act as my/our proxy <sup>(Note 3)</sup> at the annual general meeting of the Company to be held at Unit A, 32nd Floor, Legend Tower, 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong on Wednesday, 4 June 2014 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf in respect of the following resolutions as indicated.

Please indicate with a "✓" in the spaces provided how you wish your vote(s) to be cast on a poll.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and adopt the audited financial statements, Director's reports and independent auditor's report of the Company for the year ended 31 December 2013.		
2.	(A) To re-elect Mr. Zheng Qiang as an Executive Director.		
	(B) To re-elect Mr. Han Hanting as an Executive Director.		
	(C) To re-elect Mr. Chan Yee, Herman as a Non-executive Director.		
	(D) To re-elect Mr. Wang Wei Hung, Andrew as an Independent Non-executive Director.		
	(E) To re-elect Mr. Cheng Dickson as an Independent Non-executive Director.		
	(F) To authorize the Board of Directors to fix the Directors' remuneration.		
3.	To re-appoint SHINEWING (HK) CPA Limited as the Company's auditor and authorise the Directors to fix its remuneration.		
4.	(A) To approve the repurchase by the Company of its own shares.		
	(B) To give a general mandate to the Directors to issue additional shares.		
	(C) To extend the general mandate in Ordinary Resolution No 4(B).		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2014

Shareholder's Signature: \_\_\_\_\_ <sup>(Notes 4 and 5)</sup>

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A member may appoint a proxy of his choice who need not be a member of the Company. If such an appointment is made, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
4. In the case of joint holders this form of proxy must be signed by the member whose name stands first on the register of members of the Company.
5. This form of proxy must be signed by the appointer, or his attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
6. If this form is returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion.
7. To be valid this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
8. Any alterations made in this form should be initialled.
9. At the Meeting or at any adjournment thereof, the Chairman of the Meeting will put each of the above resolutions to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy or (being corporation) is present by a duly authorised representative shall have one vote for every share of which he is the holder.
10. Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.