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FORNTON GROUP LIMITED

豐臨集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

DISPOSAL OF SHARES BY SUBSTANTIAL SHAREHOLDER

Reference is made to the circular of the Company dated 17 February 2014 in relation to the Shares Placing and the CB Placing (the “**Circular**”) and the announcements of the Company dated 13 March 2014, 14 April 2014, 22 April 2014 and 29 April 2014 (the “**Announcements**”). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as defined in the Circular and the Announcements.

Fornton Group Limited (the “**Company**”) received a notice from the substantial shareholder of the Company, Integrated Asset Management (Asia) Limited, that on 30 April 2014, Integrated Asset Management (Asia) Limited sold 31,000,000 Subdivided Shares through an on-market transaction to an Independent Third Party (the “**Sale of Shares**”), representing approximately 3.73% of the issued share capital of the Company as at the date of this announcement and approximately 3.26% of the issued share capital of the Company as enlarged by the Share Placing.

The existing and enlarged shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after the completion of the Sale of Shares but before issue of the Placing Shares; (iii) immediately after the completion of the Sale of Shares and the issue of the Placing Shares but before full conversion of the Convertible Bonds; and (iv) immediately after the completion

of the Sale of Shares, the issue of the Placing Shares and the Conversion Shares upon full conversion of the Convertible Bonds are set out below:

Name of Shareholder	As at the date of this announcement		Immediately after the completion of the Sale of Shares but before the issue of the Placing Shares		Immediately after the completion of the Sale of Shares and the issue of the Placing Shares but before full conversion of the Convertible Bonds		Immediately after the completion of the Sale of Shares and the issue of the Placing Shares and the Conversion Shares upon full conversion of the Convertible Bonds	
	No. of Subdivided Shares	Approximate %	No. of Subdivided Shares	Approximate %	No. of Subdivided Shares	Approximate %	No. of Subdivided Shares	Approximate %
Integrated Asset Management (Asia) Limited (Note 1)	208,000,000	25.00	177,000,000	21.27	177,000,000	18.59	177,000,000	14.14
Ever Rosy Limited (Note 2)	208,000,000	25.00	208,000,000	25.00	208,000,000	21.85	208,000,000	16.61
Billion Mission Limited (Note 3)	208,000,000	25.00	208,000,000	25.00	208,000,000	21.85	208,000,000	16.61
Share Placee	0	0.00	0	0.00	120,000,000	12.61	120,000,000	9.58
CB Placees	0	0.00	0	0.00	0	0.00	300,000,000	23.96
Other public Shareholders	208,000,000	25.00	239,000,000	28.73	239,000,000	25.10	239,000,000	19.10
Total	832,000,000	100.00	832,000,000	100.00	952,000,000	100.00	1,252,000,000	100.00

Notes:

1. Mr. Yam Tak Cheung, being the chairman and the executive director of the Company, is the beneficial owner of the entire issued share capital of Integrated Asset Management (Asia) Limited.
2. Ms. Wong Kan Kan, Kandy is the beneficial owner of the entire issued share capital of Ever Rosy Limited and is the spouse of Mr. Yam Tak Cheung.
3. Billion Mission Limited is wholly owned by Mr. Zheng Qiang.

**By order of the Board
Fornton Group Limited
Yam Tak Cheung
Chairman**

Hong Kong, 30 April 2014

As at the date of this announcement, the Board comprises five executive Directors, namely, Mr. Yam Tak Cheung (Chairman), Ms. Wong Kan Kan Kandy, Mr. Wong Tat Wai Derek, Mr. Zheng Qiang and Mr. Han Hanting, one non-executive Director, namely, Mr. Chan Yee, Herman and three independent non-executive Directors, namely, Mr. Wang Wei Hung Andrew, Mr. Cheng Dickson and Mr. Sin Ka Man.