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If you have sold or transferred all your shares in **Fornton Group Limited** (the “Company”), you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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FORNTON GROUP LIMITED

豐臨集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

PROPOSED APPOINTMENT OF DIRECTORS AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Unless the context requires otherwise, capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” of this supplemental circular.

A supplemental notice of the AGM 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. is set out on pages 6 to 7 of this supplemental circular. A supplemental proxy form (the “Supplemental Proxy Form”) for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete both the proxy form issued by the Company along with the circular of the Company dated 28 April 2014 (the “Original Proxy Form”) and the Supplemental Proxy Form in accordance with the instructions printed thereon and return the same to the office of the Company’s branch share registrar in Hong Kong, Union Registrars Limited at 18/F., Fook Lee Commercial Centre Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the Original Proxy Form and the Supplemental Proxy Form will not preclude you from attending and voting in person at the AGM or at any adjournment thereof (as the case may be) should you so wish.

19 May 2014

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held and convened 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., supplemental notice of which is set out on pages 6 to 7 of this supplemental circular or, where the context so requires any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	Fornton Group Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange (stock code: 1152)
“Director(s)”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	14 May 2014, being the latest practicable date prior to the despatch of this supplemental circular for the purpose of ascertaining certain information contain herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.005 each in the share capital of the Company
“Shareholder(s)”	the holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

FORNTON GROUP LIMITED

豐臨集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

Executive Directors:

Mr. Yam Tak Cheung (*Chairman*)
Ms. Wong Kan Kan, Kandy (*Managing Director*)
Mr. Wong Tat Wai, Derek
Mr. Zheng Qiang
Mr. Han Hanting

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-Executive Director:

Mr. Chan Yee, Herman

Headquarter and Principal Place of

Business in Hong Kong:

Unit A, 32nd Floor
Legend Tower
7 Shing Yip Street
Kwun Tong
Kowloon
Hong Kong

Independent Non-Executive Directors:

Mr. Wang Wei Hung, Andrew
Mr. Cheng Dickson
Mr. Sin Ka Man

19 May 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF AGM**

INTRODUCTION

References are made to the circular of the Company (“**Original Circular**”) and the notice of AGM (“**Original Notice**”) dated 28 April 2014, which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for Shareholders’ approval. This supplemental circular should be read together with the Original Circular.

On 14 May 2014, the Board proposed to appoint Mr. Yu Chuanfu, Mr. Yu Xueming and Mr. Sit Yau Chiu as executive Directors of the Company. Pursuant to relevant provisions of the laws, regulations and the Bye-laws, the Board will present the aforementioned proposal to the AGM for consideration.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to set out the supplemental notice of AGM as set out on pages 6 to 7 to this supplemental circular (“**Supplemental Notice**”), and to provide you with information regarding the abovementioned proposal to be considered at the AGM. Save as set out in this supplemental circular, no changes have been made to matters in relation to the AGM as set out in the Original Circular and Original Notice.

PROPOSED APPOINTMENT OF DIRECTORS

An ordinary resolution will be proposed at the AGM to consider and approve the appointment of Mr. Yu Chuanfu, Mr. Yu Xueming and Mr. Sit Yau Chiu as executive Directors. The term of office of each of Mr. Yu Chuanfu, Mr. Yu Xueming and Mr. Sit Yau Chiu will commence from the day that the ordinary resolutions as set out in the Supplemental Notice be passed at the AGM.

The biographical details of each of Mr. Yu Chuanfu, Mr. Yu Xueming and Mr. Sit Yau Chiu are set out below:

Mr. Yu Chuanfu (余傳福), aged 42, has been appointed as a director of each of Prokit Limited and Sino Top Capital Resources Limited, both wholly-owned subsidiaries of the Company, since 9 May 2014. Mr. Yu has over 20 years of experience in different industries such as coal mining, logistic and investment industries. He served as the deputy general manager of Guangzhou Longtian Logistic Co. Ltd.* (廣州龍田物流有限公司) from 2002 to 2008, and the general manager of Lan County Gaogupo Coal Mining Co. Ltd.* (嵐縣高家坡煤礦有限公司) from 2008 to 2011. He has been the general manager of Lan County Jinqiao Investment Co. Ltd.* (嵐縣金橋投資有限公司) since 2010.

The Company will enter into a service agreement with Mr. Yu for a term of two years commencing from the day of the conclusion of the AGM at which he was appointed, subject to retirement and re-election in accordance with the Bye-laws. The amount of emoluments of Mr. Yu for his directorship will be determined on the basis of his experience, level of responsibilities within the Company, the market situation and the Company’s remuneration policy.

Mr. Yu Xueming (余學明), aged 40, possesses the title of senior engineer in China and has about 20 years of experience in construction, real estate development, coal mining and investment industries. He served as the manager of Shanxi branch of Fujian Gaohua Construction Engineering Co., Ltd.* (福建省高華建設工程有限公司山西分公司) from 1995 to 2008, the chairman of Jiexiu City Wangyuan Coal Industry Co. Ltd.* (介休市旺源煤業有限公司) from 2008 to 2012, and has been the chairman of Shanxi Xierun Investment Co. Ltd.* (山西協潤投資有限公司) and Xiaoyi City Tiankai Real Estate Development Co. Ltd.* (孝義市天凱房地產開發有限公司) since 2008. Mr. Yu obtained a bachelor degree from Huaqiao University in China, majoring in Civil Engineering, in July 1997.

The Company will enter into a service agreement with Mr. Yu for a term of two years commencing from the day of the conclusion of the AGM at which he was appointed, subject to retirement and re-election in accordance with the Bye-laws. The amount of emoluments of Mr. Yu for his directorship will be determined on the basis of his experience, level of responsibilities within the Company, the market situation and the Company’s remuneration policy.

LETTER FROM THE BOARD

Mr. Sit Yau Chiu, aged 49, has over 30 years of investment and business development experience in different industries such as trading and sales of internationally renowned brands (including the business of duty free shops), catering, information, real estate and chemical engineering industries. He devoted to expand the markets of international famous brands such as Japanese cosmetic and watches in the 80s. With the expansion of business into the areas of international famous brands covering handbags, leather products and jewellery, he established Top Pride International Limited in Hong Kong in 1997, Top Win International Trading Limited in 2001, Ho Hon Brothers Holdings Limited in 2005, Beijing Ho Hon Brothers Holdings Limited* (北京浩瀚兄弟集團有限公司) and Top One International Holdings Limited subsequently. Currently, he is the chairman and president of the group with business footprints in Beijing, Shanghai, Nanjing, Guangzhou, Suzhou, Qingdao, Hangzhou and Fuzhou in China.

The Company will enter into a service agreement with Mr. Sit for a term of two years commencing from the day of the conclusion of the AGM at which he was appointed, subject to retirement and re-election in accordance with the Bye-laws. The amount of emoluments of Mr. Sit for his directorship will be determined on the basis of his experience, level of responsibilities within the Company, the market situation and the Company's remuneration policy.

Mr. Sit holds the entire issued share capital of Top One International Holdings Limited, which holds the entire issued share capital of Top Star Group Holdings Limited ("Top Star").

As at the Latest Practicable Date, Top Star holds 208,000,000 Shares, representing approximately 21.85% of the issued share capital of the Company. Accordingly, Mr. Sit is deemed under Part XV of the SFO to be interested in 208,000,000 Shares, representing approximately 21.85% of the issued share capital of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu Chuanfu, Mr. Yu Xueming and Mr. Sit (i) do not and have not held any other directorships in other public companies which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) do not hold any position with the Company or other members of the Group; (iii) do not have any relationship with any directors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iv) do not have any interest in the shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Yu Chuanfu, Mr. Yu Xueming and Mr. Sit which should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. There is no other matter concerning the appointment of Mr. Yu Chuanfu, Mr. Yu Xueming and Mr. Sit which needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

THE AGM

A supplemental proxy form (the “**Supplemental Proxy Form**”) in respect of the ordinary resolutions to consider and approve the aforementioned appointment of executive Directors is enclosed with this supplemental circular. The proxy form issued by the Company along with the circular of the Company dated 28 April 2014 (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the Company’s branch registrar in Hong Kong.

Shareholders are entitled to appoint one or more proxies to attend the AGM, but only one of the proxies can be designated to vote at the AGM. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the AGM.

Please refer to the Original Notice for details in respect of eligibility for attending the AGM, closure of register of members, other resolutions to be passed at the AGM, proxy, registration procedures and other relevant matters respectively.

On behalf of the Board
Fornton Group Limited
Yam Tak Cheung
Chairman

* *For identification purpose only*

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

FORNTON GROUP LIMITED

豐臨集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

References are made to the circular of Fornton Group Limited (the “**Company**”) and the notice of annual general meeting of the Company (the “**Annual General Meeting**”) dated 28 April 2014 (the “**Original Notice**”), which set out the time and venue of the Annual General Meeting and contain the resolutions to be tabled before the Annual General Meeting for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held as originally scheduled 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. to consider and, if thought fit, pass the following resolutions as ordinary resolutions in addition to the resolutions set out in the Original Notice:

5. To consider and approve the appointment of Mr. Yu Chuanfu as an executive director of the Company.
6. To consider and approve the appointment of Mr. Yu Xueming as an executive director of the Company.
7. To consider and approve the appointment of Mr. Sit Yau Chiu as an executive director of the Company.

On behalf of the Board
Fornton Group Limited
Yam Tak Cheung
Chairman

19 May 2014

Notes:

1. Details of the resolutions are set out in the supplemental circular of the Company dated 19 May 2014 (the “**Supplemental Circular**”). Unless otherwise defined, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Supplemental Circular.
2. A supplemental proxy form (the “**Supplemental Proxy Form**”) containing resolutions numbered 5, 6 and 7 mentioned above is enclosed with the Supplemental Circular. The proxy form issued by the Company along with the circular of the Company dated 28 April 2014 (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the Company’s branch share registrar in Hong Kong. Shareholders of the Company are hereby reminded to complete both the Original Proxy Form and Supplemental Proxy Form in accordance with the instructions set out respectively therein for the appointment of their proxy(ies) to attend and vote for ALL resolutions to be considered in the Annual General Meeting in their stead if they so wish.
3. In order to determine the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 30 May 2014 to Wednesday, 4 June 2014 (both days inclusive), during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Union Registrars Limited at 18/F., Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wan Chai, Hong Kong for registration not later than 4:00 p.m. on Thursday, 29 May 2014.

4. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he/she or they represent as such member could exercise.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
6. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority shall be delivered to the Company's branch share registrar, Union Registrars Limited at 18/F., Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
7. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. For the avoidance of doubt, should the proxies being appointed to attend the Annual General Meeting under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the Annual General Meeting, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the Annual General Meeting.
9. Where there are joint holders of any shares of the Company, any one of such joint holder may vote either in person or by proxy in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
10. As at the date hereof, the executive directors of the Company are Mr. Yam Tak Cheung, Ms. Wong Kan Kan, Kandy, Mr. Wong Tat Wai, Derek, Mr. Zheng Qiang and Mr. Han Hanting, the non-executive director is Mr. Chan Yee, Herman and the independent non- executive directors are Mr. Wang Wei Hung, Andrew, Mr. Cheng Dickson and Mr. Sin Ka Man.
11. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at <http://www.fornton.com> and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
12. Please refer to the Original Notice for details in respect of eligibility for attending the Annual General Meeting, closure of register of members, other resolutions to be passed at the Annual General Meeting, proxy, registration procedures and other relevant matters respectively.