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FORNTON GROUP LIMITED

豐臨集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

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 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.