

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 special general meeting to be convened at 11:00 a.m. on Friday, 31 October 2014 (or any adjournment thereof).

I/We ^(Note 1) _____
of _____

being the registered holder(s) of ^(Note 2) _____
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 ^(Note 3) at the special general meeting of the Company (the "Meeting") to be held at Suites 1208–
10, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 31 October 2014 and
at any adjournment thereof and to vote on my/our behalf in respect of the following resolution as indicated.

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

ORDINARY RESOLUTION		FOR	AGAINST
1.	Conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of, and permission to deal in, the ordinary shares of the Company (the "Shares") to be issued upon the exercise of the conversion rights attached to the Convertible Bonds (as defined in the notice of the Meeting): to approve, confirm and ratify the Deeds of Amendment, and to grant a specific mandate to the Directors to issue the Conversion Shares upon the exercise of the conversion rights attached to the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds as amended by the Deeds of Amendment and authorize the Directors to exercise all the powers of the Company and take all steps as might in their opinion be desirable, necessary or expedient to give effect to or in connection with the Deeds of Amendment and the transactions contemplated thereunder.		

Dated the _____ day of _____ 2014

Shareholder's Signature: _____ ^(Notes 4 and 5)

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 the above resolution 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 SGM or any adjournment thereof should you so wish.