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## **FORNTON GROUP LIMITED**

**豐臨集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1152)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (“**SGM**”) of Fornton Group Limited (the “**Company**”) will be held at 11:00 a.m. on Friday, 31 October 2014 at Suites 1208–10, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the deeds of amendment both dated 25 September 2014 (“**Deeds of Amendment**”) entered into between the Company and the holders of the 3-year 5% per annum coupon rate unsecured non-redeemable convertible bonds in an aggregate principal amount of up to HK\$900,000,000 (the “**Convertible Bonds**”) issued by the Company on 9 May 2014 (a copy of the Deeds of Amendment having been produced to the SGM and marked “**A**” and initialled by the chairman of the SGM for the purpose of identification) in relation to the proposed amendment of certain terms and conditions of the Convertible Bonds which in substance relates to the Convertible Bonds being changed from non-redeemable to redeemable and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) consenting to the alteration to the terms and conditions of the Convertible Bonds and that the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Conversion Shares that may be issued after approval of the alternation to the terms and conditions of the Convertible Bonds, the allotment and issue of the Conversion Shares to the holders of the Convertible Bonds upon the conversion and/or redemption of the Convertible Bonds be and are hereby approved;

- (c) subject to the Company having obtained the necessary consent, approval, authorization, permission, or confirmation from any third party to which the Company and its subsidiaries have entered into any agreement or arrangement, if required, the directors (each a “**Director**” and collectively the “**Directors**”) of the Company be and are hereby authorised 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 including without limitation to:
- a. the execution, amendment, ratification, delivery, submission and/or implementation of any further documents or agreements in relation to the Deeds of Amendment; and
  - b. the taking of all necessary actions to implement the transactions contemplated under the Deeds of Amendment.”

On behalf of the Board  
**Fornton Group Limited**  
**Yu Xueming**  
*Chairman*

Hong Kong, 15 October 2014

*Notes:*

1. In order to determine the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Wednesday, 29 October 2014 to Friday, 31 October 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 special 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 Tuesday, 28 October 2014.
2. 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.
3. 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.
4. 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.
5. 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.

6. 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 were 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.
7. As at the date hereof, the executive Directors of the Company are Mr. Yu Xueming (Chairman), Mr. Yu Chuanfu (Chief Executive Officer), Mr. Sit Yau Chiu, Mr. Zheng Qiang and Mr. Han Hanting, the non-executive Director is Mr. Chan Yee, Herman and the independent non-executive Directors are Mr. Sin Ka Man and Mr. Wang Wei Hung, Andrew.
8. 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 SGM, 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 website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.