

FORNTON GROUP LIMITED

(Incorporated in Bermuda with limited liability)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Shareholder of Fornton Group Limited (the "Company") may refer to the procedures below for proposing a person for election as a director of the Company ("Director"):

Pursuant to Bye-law 85 of the Company's Bye-laws, no person other than a Director retiring at the meeting shall, unless recommended by the board of directors of the Company (the "Board") for election, be eligible for election to the office of Director at any general meeting unless a notice signed by a member (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office at Unit A, 32/F Legend Tower, 7 Shing Yip Street, Kwun Tong, Hong Kong provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Pursuant to Rules 13.7 and 13.74 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"), the Company shall: (i) publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a Director at the general meeting where such notice is received by the Company after publication of the notice of general meeting; (ii) include in the announcement or supplementary circular the particulars required under Rule 13.51 (2) of the Listing Rules of such person proposed to be elected as a Director; (iii) publish such announcement or supplementary circular not less than ten (10) business days before the date of the relevant general meeting; and (iv) assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at ten (10) business days to consider the relevant information disclosed in the announcement or supplement circular.