

FORNTON GROUP LIMITED

豐臨集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 1152)

PROXY FORM FOR THE SPECIAL GENERAL MEETING

TO BE HELD AT UNIT A, 32ND FLOOR, LEGEND TOWER, 7 SHING YIP STREET, KWUN TONG, KOWLOON, HONG KONG ON WEDNESDAY, 5 MARCH 2014 AT 10:00 A.M. (and at any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of _____ share(s)² of HK\$0.01 each in the share capital of Fornton Group Limited (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** (the “Meeting”), or³ _____ of _____

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Unit A, 32nd Floor, Legend Tower, 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong on Wednesday, 5 March 2014 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering, if thought fit, passing with or without modifications, the proposed resolutions as set out in the notice convening the Meeting (the “Notice”) as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit and on any other resolution properly put to the Meeting. Terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated 17 February 2014 unless the context requires otherwise.

	ORDINARY RESOLUTIONS	FOR	AGAINST
1	To approve the subdivision of each of the issued and unissued shares of HK\$0.01 in the share capital of the Company into two shares of HK\$0.005 each, and to approve, confirm and ratify the Placing Agreement and the transactions contemplated thereunder including the issue and allotment of the Placing Shares and the Conversion Shares falling to be issued upon conversion of the Convertible Bonds, and to authorise the Directors to do all things necessary for implementation thereof (as more particularly described in resolution no.(1) in the Notice)		
2	To approve, confirm and ratify the Transfer Agreement and the transactions contemplated thereunder and to authorise the Directors to do all things necessary for implementation thereof (as more particularly described in resolution no.(2) in the Notice)		

Dated this day _____ of _____ 2014. Signature⁵: _____

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 Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING or**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick any box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorised.
6. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
7. To be valid, this form of 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, must be delivered to the Company’s Branch Share Registrar in Hong Kong, Union Registrars Limited, 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or adjourned meeting at which the person named herein proposes to vote.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion.
10. Completion and return of this proxy form will not preclude you from attending and voting in person at the Meeting or at any adjournment thereof if you so desire and, in such event, the appointed proxy shall be deemed to have been revoked.
11. The ordinary resolutions as set out above will be determined by way of a poll.