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## **FORNTON GROUP LIMITED**

### **豐臨集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1152)**

### **PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS**

The board (the “**Board**”) of directors (the “**Directors**”) of Fornton Group Limited (the “**Company**”) hereby announces that the Board has resolved on 14 May 2014 that, Mr. Yu Chuanfu (余傳福), Mr. Yu Xueming (余學明) and Mr. Sit Yau Chiu (薛由釗) will be proposed as executive Directors with effect following the conclusion of the annual general meeting of the Company to be held on Wednesday, 4 June 2014 at 10:00 a.m. (“**Annual General Meeting**”), subject to the approval of the shareholders of the Company (“**Shareholders**”) at the Annual General Meeting. A supplemental circular containing, amongst other things, the information regarding the abovementioned proposal together with supplemental notice of the Annual General Meeting and the supplemental proxy form for the Annual General Meeting will be despatched to the Shareholders on or before 19 May 2014.

The biographical details of each of Mr. Yu Chuanfu, Mr. Yu Xueming and Mr. Sit Yau Chiu are set out below:

**Mr. Yu Chuanfu** (余傳福), aged 42, has been appointed as a director of each of Prokit Limited and Sino Top Capital Resources Limited, both wholly-owned subsidiaries of the Company, since 9 May 2014. Mr. Yu has over 20 years of experience in different industries such as coal mining, logistic and investment industries. He served as the deputy general manager of Guangzhou Longtian Logistic Co. Ltd.\* (廣州龍田物流有限公司) from 2002 to 2008, and the general manager of Lan County Gaogupo Coal Mining Co. Ltd.\* (嵐縣高家坡煤礦有限公司) from 2008 to 2011. He has been the general manager of Lan County Jinqiao Investment Co. Ltd.\* (嵐縣金橋投資有限公司) since 2010.

The Company will enter into a service agreement with Mr. Yu for a term of two years commencing from the day of the conclusion of the Annual General Meeting at which he was appointed, subject to retirement and re-election in accordance with the bye-laws of the Company (the “**Bye-laws**”). The amount of emoluments of Mr. Yu for his directorship will be determined on the basis of his experience, level of responsibilities within the Company, the market situation and the Company’s remuneration policy.

**Mr. Yu Xueming (余學明)**, aged 40, possesses the title of senior engineer in China and has about 20 years of experience in construction, real estate development, coal mining and investment industries. He served as the manager of Shanxi branch of Fujian Gaohua Construction Engineering Co., Ltd.\* (福建省高華建設工程有限公司山西分公司) from 1995 to 2008, the chairman of Jiexiu City Wangyuan Coal Industry Co. Ltd.\* (介休市旺源煤業有限公司) from 2008 to 2012, and has been the chairman of Shanxi Xierun Investment Co. Ltd.\* (山西協潤投資有限公司) and Xiaoyi City Tiankai Real Estate Development Co. Ltd.\* (孝義市天凱房地產開發有限公司) since 2008. Mr. Yu obtained a bachelor degree from Huaqiao University in China, majoring in Civil Engineering, in July 1997.

The Company will enter into a service agreement with Mr. Yu for a term of two years commencing from the day of the conclusion of the Annual General Meeting at which he was appointed, subject to retirement and re-election in accordance with the Bye-laws. The amount of emoluments of Mr. Yu for his directorship will be determined on the basis of his experience, level of responsibilities within the Company, the market situation and the Company's remuneration policy.

**Mr. Sit Yau Chiu (薛由釗)**, aged 49, has over 30 years of investment and business development experience in different industries such as trading and sales of internationally renowned brands (including the business of duty free shops), catering, information, real estate and chemical engineering industries. He devoted to expand the markets of international famous brands such as Japanese cosmetic and watches in the 80s. With the expansion of business into the areas of international famous brands covering handbags, leather products and jewellery, he established Top Pride International Limited in Hong Kong in 1997, Top Win International Trading Limited in 2001, Ho Hon Brothers Holdings Limited in 2005, Beijing Ho Hon Brothers Holdings Limited\* (北京浩瀚兄弟集團有限公司) and Top One International Holdings Limited subsequently. Currently, he is the chairman and president of the group with business footprints in Beijing, Shanghai, Nanjing, Guangzhou, Suzhou, Qingdao, Hangzhou and Fuzhou in China.

The Company will enter into a service agreement with Mr. Sit for a term of two years commencing from the day of the conclusion of the Annual General Meeting at which he was appointed, subject to retirement and re-election in accordance with the Bye-laws. The amount of emoluments of Mr. Sit for his directorship will be determined on the basis of his experience, level of responsibilities within the Company, the market situation and the Company's remuneration policy.

Mr. Sit holds the entire issued share capital of Top One International Holdings Limited, which holds the entire issued share capital of Top Star Group Holdings Limited (“**Top Star**”).

As at the date of this announcement, Top Star holds 208,000,000 ordinary shares of the Company, representing approximately 21.85% of the issued share capital of the Company.

Accordingly, Mr. Sit is deemed under Part XV of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong) (the “SFO”) to be interested in 208,000,000 ordinary shares of the Company, representing approximately 21.85% of the issued share capital of the Company.

Save as disclosed above, as at the date of this announcement, Mr. Yu Chuanfu, Mr. Yu Xueming and Mr. Sit (i) do not and have not held any other directorships in other public companies which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) do not hold any position with the Company or any of its subsidiaries; (iii) do not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) do not have any interest in the shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Yu Chuanfu, Mr. Yu Xueming and Mr. Sit which should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. There is no other matter concerning the appointment of Mr. Yu Chuanfu, Mr. Yu Xueming and Mr. Sit which needs to be brought to the attention of the Shareholders.

By order of the Board  
**Fornton Group Limited**  
**Yam Tak Cheung**  
*Chairman*

Hong Kong, 14 May 2014

*As at the date of this announcement, the Board comprises five executive Directors, namely, Mr. Yam Tak Cheung (Chairman), Ms. Wong Kan Kan Kandy, Mr. Wong Tat Wai Derek, Mr. Zheng Qiang and Mr. Han Hanting, one non-executive Director, namely, Mr. Chan Yee, Herman and three independent non-executive Directors, namely, Mr. Wang Wei Hung Andrew, Mr. Cheng Dickson and Mr. Sin Ka Man.*

\* *For identification purpose only*