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FORNTON GROUP LIMITED

豐臨集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

CHANGE OF SUBSTANTIAL SHAREHOLDER

This announcement is made by Fornton Group Limited (the “**Company**”) pursuant to Part XV of the Securities and Futures Ordinance and Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company was notified on 9 April 2013 that Premier Wise Limited (“**Premier Wise**”), one of the substantial shareholders of the Company, has disposed of 104,000,000 shares (the “**Disposal**”) of HK\$0.01 each of the Company (the “**Shares**”), representing 25.0% of the issued share capital of the Company, to Billion Mission Limited (the “**Purchaser**”), a company incorporated in Anguilla with limited liability and wholly owned by Mr. Zheng Qiang (“**Mr. Zheng**”). To the best of the knowledge, information and belief of the Directors, and having made all reasonable enquires, immediately before the Disposal, the Purchaser and its ultimate beneficial owner, Mr. Zheng, are independent of the Company and its connected persons (as defined in the Listing Rules).

Immediately after completion of the Disposal (the “**Completion**”), Premier Wise did not hold any Share and the Purchaser will become a substantial shareholder of the Company. Mr. Wong Tat Wai, Derek (“**Mr. Wong**”), the beneficial owner of Premier Wise, remains as the executive Director upon Completion. Set out below is the shareholding structure of the Company immediately before and after Completion:

	Immediately before Completion		Immediately after Completion	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Integrated Asset Management (Asia) Limited (<i>Note 1</i>)	104,000,000	25.0	104,000,000	25.0
Ever Rosy Limited (<i>Note 2</i>)	104,000,000	25.0	104,000,000	25.0
Premier Wise (<i>Note 3</i>)	104,000,000	25.0	—	—
The Purchaser (<i>Note 4</i>)	—	—	104,000,000	25.0
Public shareholders	<u>104,000,000</u>	<u>25.0</u>	<u>104,000,000</u>	<u>25.0</u>
Total	<u><u>416,000,000</u></u>	<u><u>100.0</u></u>	<u><u>416,000,000</u></u>	<u><u>100.0</u></u>

Notes:

1. Mr. Yam Tak Cheung (“Mr. Yam”) is the beneficial owner of 100% of the issued share capital of Integrated Asset Management (Asia) Limited and is brother-in-law of Mr. Wong and the spouse of Ms. Wong Kan Kan, Kandy (“Madam Wong”).
2. Madam Wong is the beneficial owner of 100% of the issued share capital of Ever Rosy Limited and is sister of Mr. Wong and the spouse of Mr. Yam.
3. Mr. Wong is the beneficial owner of 100% of the issued share capital of Premier Wise and is brother of Madam Wong and brother-in-law of Mr. Yam.
4. The Purchaser is a company incorporated in Anguilla with limited liability and is wholly and beneficially owned by Mr. Zheng.

By Order of the Board
Fornton Group Limited
Yam Tak Cheung
Chairman

Hong Kong, 9 April 2013

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Yam Tak Cheung (Chairman), Ms. Wong Kan Kan Kandy and Mr. Wong Tat Wai Derek and three independent non-executive Directors, namely, Mr. Wang Wei Hung Andrew, Mr. Cheng Dickson and Mr. Sin Ka Man.