

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Fornton Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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 CHANGE OF COMPANY NAME AND NOTICE OF SGM

Unless the context requires otherwise, capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the SGM to be held at 11:00 a.m. on Tuesday, 23 September 2014 at Suites 1208–10, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the office of the Company’s branch share registrar in Hong Kong, Union Registrars Limited at 18/F., Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be). Completion and return of the accompanying form of proxy will not preclude you from attending and voting in person at the SGM or at any adjournment thereof (as the case may be) should you so wish.

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“Announcement”	announcement of the Company dated 22 August 2014 in respect of the Change of Company Name
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name and Chinese secondary name of the Company from “Fornton Group Limited 豐臨集團有限公司” to “Infinity Financial Group (Holdings) Limited 新融宇集團(控股)有限公司” respectively
“Company”	Fornton Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1152)
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 August 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be held and convened at Suites 1208–10, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Tuesday, 23 September 2014 for the Shareholders to consider and approve, if thought fit, the Change of Company Name
“Shares”	ordinary shares of HK\$0.005 each in the share capital of the Company
“Shareholder(s)”	the holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

FORNTON GROUP LIMITED

豐臨集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

Executive Directors:

Mr. Yu Xueming (*Chairman*)
Mr. Yu Chuanfu (*Chief Executive Officer*)
Mr. Sit Yau Chiu
Mr. Zheng Qiang
Mr. Han Hanting

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-Executive Director:

Mr. Chan Yee, Herman

Headquarter and Principal Place of

Business in Hong Kong:

Unit A, 32nd Floor
Legend Tower
7 Shing Yip Street
Kwun Tong
Kowloon
Hong Kong

Independent Non-Executive Directors:

Mr. Wang Wei Hung, Andrew
Mr. Cheng Dickson
Mr. Sin Ka Man

27 August 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF SGM**

INTRODUCTION

Reference is made to the Announcement in respect of the Change of Company Name. The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the SGM regarding the Change of Company Name and to give you a notice of the SGM.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name and Chinese secondary name of the Company from “Fornton Group Limited 豐臨集團有限公司” to “Infinity Financial Group (Holdings) Limited 新融宇集團(控股)有限公司” respectively.

LETTER FROM THE BOARD

CONDITIONS OF THE CHANGE OF COMPANY NAME

The proposed Change of Company Name will be subject to the following conditions:

1. the approval by the Shareholders by way of special resolution at the SGM; and
2. the enter by the Registrar of Companies in Bermuda for the use of the new English name and new Chinese secondary name on the Registrar of Companies in Bermuda.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new English name and new Chinese secondary name on the Register of Companies in Bermuda. The Company will then carry out the necessary filing procedures in Hong Kong upon the Change of Company Name becoming effective.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the Change of Company Name will provide the Company with a fresh identity and image which will benefit the Company's future business development. The Board believes that the Change of Company Name is in the best interests of the Company and all the Shareholders as a whole.

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position.

The existing certificates of securities in issue bearing the present name of the Company will, after the proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, new certificates of securities will be issued only in the new name of the Company.

Further announcement(s) will be made by the Company in due course to inform the Shareholders of the results of the SGM, the effective date of the Change of Company Name and the new stock short name of the Company for trading of the Shares on the Stock Exchange.

LETTER FROM THE BOARD

SGM

The SGM will be held on Tuesday, 23 September 2014 at Suites 1208–10, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. for the Shareholders to consider and, if thought fit, approve the Change of Company Name. The notice of the SGM is set out on pages 5 to 6 of this circular.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you propose to attend the SGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Union Registrars Limited at 18/F., Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be), should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and bye-laws of the Company, any vote of the Shareholders at a general meeting must be taken by way of a poll. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required under the Listing Rules to abstain from voting on the resolution regarding the Change of Company Name at the SGM. An announcement will be made by the Company after the conclusion of the SGM on the poll results of the SGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favor of the resolution as set out in the notice of SGM.

Yours faithfully,
On behalf of the Board
Fornton Group Limited
Yu Xueming
Chairman

NOTICE OF THE SGM

FORNTON GROUP LIMITED

豐臨集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

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 Tuesday, 23 September 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:

SPECIAL RESOLUTION

“**THAT** the English name and Chinese secondary name of the Company be and is hereby changed from “Fornton Group Limited 豐臨集團有限公司” to “Infinity Financial Group (Holdings) Limited 新融宇集團(控股)有限公司” respectively (“**Change of Company Name**”) with effect from the date of entry of the new English name and new Chinese secondary name on the Register of Companies in Bermuda; and any one director of the Company be and is hereby authorised to do such acts and things and execute all documents or make such arrangements as he/she may in his/her absolute discretion consider necessary or expedient to effect the Change of Company Name.”

On behalf of the Board
Fornton Group Limited
Yu Xueming
Chairman

Hong Kong, 27 August 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 Friday, 19 September 2014 to Tuesday, 23 September 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 Thursday, 18 September 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.

NOTICE OF THE SGM

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. Wang Wei Hung, Andrew, Mr. Cheng Dickson and Mr. Sin Ka Man.
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 HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.