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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Forefront Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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### **FOREFRONT GROUP LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**福方集團有限公司\***

**(Stock Code: 0885)**

## **(1) PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS (2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND (3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held on Friday, 16 May 2014 at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 4:30 p.m. is set out on pages 15 to 19 of this circular.

Whether or not you are able to attend the annual general meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

\* For identification purpose only

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I – Particulars of retiring Directors for re-election</b> .....	7
<b>Appendix II – Explanatory statement for the Repurchase Mandate</b> .....	11
<b>Notice of annual general meeting</b> .....	15

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Friday, 16 May 2014 at 4:30 p.m. or any adjournment thereof
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Forefront Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the director(s) of the Company
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“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
“Issue Mandate”	a general and unconditional mandate proposed to be granted at the AGM to Directors to exercise all the powers of the Company to allot, issue and deal with Shares up to 20% of the issued share capital of the Company as at the date of passing such resolution
“Latest Practicable Date”	3 April 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional repurchase mandate proposed to be granted at the AGM to the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing such resolution
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a subsidiary within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“%” or “per cent.”	percentage or per centum

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## LETTER FROM THE BOARD

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### FOREFRONT GROUP LIMITED

*(incorporated in the Cayman Islands with limited liability)*

福方集團有限公司\*

(Stock Code: 0885)

*Executive Directors:*

Mr. Lo Yuen Wa Peter

*(Managing Director and Acting Chairman)*

Ms. Lo Oi Kwok, Sheree

Mr. Wen Louis

Mr. Tsang To

Ms. Ng Si Wai

*Independent Non-executive Directors:*

Mr. Chung Yuk Lun

Ms. Lam Yan Fong, Flora

Mr. Pak William Eui Won

*Registered office:*

P.O. Box 309, Uglan House  
South Church Street, George Town  
Grand Cayman, Cayman Islands  
British West Indies

*Head Office and Principal place of  
business in Hong Kong:*

Room 1103, 11/F.,  
China United Centre  
28 Marble Road  
North Point  
Hong Kong

8 April 2014

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS  
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide you with information regarding, inter alia, (i) the re-election of retiring Directors and (ii) the General Mandates to issue and repurchase Shares.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

As at Latest Practicable Date, the Board consisted of eight Directors, namely Mr. Lo Yuen Wa Peter, Ms. Lo Oi Kwok, Sheree, Mr. Wen Louis, Mr. Tsang To and Ms. Ng Si Wai being the executive Directors, and Mr. Chung Yuk Lun, Ms. Lam Yan Fong, Flora and Mr. Pak William Eui Won, being the independent non-executive Directors.

According to Article 99 of the Article of Association, Mr. Tsang To, Ms. Ng Si Wai and Mr. Lo Yuen Wa Peter who were newly appointed to the Board as executive Directors will retire at the AGM. All of them, being eligible, have offered themselves for re-election at the forthcoming AGM.

Mr. Wen Louis who was an executive Director and Mr. Chung Yuk Lun and Ms. Lam Yan Fong, Flora who were independent non-executive Directors will retire at the AGM by rotation pursuant to the Article 116 of the Articles and, being eligible, offer themselves for re-election at the AGM.

Details of Mr. Tsang To, Ms. Ng Si Wai, Mr. Lo Yuen Wa Peter, Mr. Wen Louis, Mr. Chung Yuk Lun and Ms. Lam Yan Fong, Flora, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix I to this circular.

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting held on 16 May 2013, the Shareholders approved, amongst other things, an ordinary resolution to grant to the Directors a mandate to issue shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolution (the "Existing Issue Mandate"). At the date of the passing of that resolution, there were 723,639,053 shares of HK\$0.001 each in the share capital of the Company in issue and the Directors were granted a mandate to allot and issue up to 144,727,810 new shares.

At the AGM, ordinary resolutions will therefore be proposed to the Shareholders to consider and, if thought fit, approving and granting to the Directors a general and unconditional mandate to issue further Shares and to exercise the powers of the Company to repurchase Shares as follows:

- a. to allot, issue and otherwise deal with additional Shares up to 20% of the issued share capital of the Company as at the date of passing of the resolution approving the Issue Mandate;

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## LETTER FROM THE BOARD

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- b. to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing of the resolution approving this Repurchase Mandate; and
- c. subject to passing of (a) & (b) above, an ordinary resolution will also be proposed for the Shareholders to consider to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by the addition of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted under (b) above, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution.

The ordinary resolution proposed to Shareholders in relation to the Issue Mandate and Repurchase Mandate at the AGM may only continue in force until: (a) the conclusion of the next annual general meeting of the Company following passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions, (b) the expiration of the period within which the next general meeting of the Company is required by the Articles or any applicable laws to be held, or (c) revoked or varied by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

As at the Latest Practicable Date, the issued share capital of the Company is 723,639,053 Shares. Assuming there are no further changes in the issued share capital until the date of the AGM, the Issue Mandate will allow the Directors to issue and allot up to 144,727,810 new Shares.

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in appendix II to this circular. The information in the explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

### **AGM**

A notice convening the AGM is set out on pages 15 to 19 of this circular. The AGM will be held at 4:30 p.m. on Friday, 16 May 2014 at 30/F., China United Centre, 28 Marble Road, North Point, Hong Kong for the purpose of considering and, if though fit, approving the resolutions as set out therein.

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## LETTER FROM THE BOARD

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A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at the AGM will be taken by poll and the Company will announce the results of the poll in the manner set out in Rule 13.39(5) of the Listing Rules.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

### **RESPONSIBILITY OF THE DIRECTORS**

This circular, for which 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 Company. 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 respects 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 considers that the proposed resolutions in relation to the re-election of retiring Directors and renewal of the General Mandates are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Forefront Group Limited**  
**Lo Yuen Wa Peter**  
*Managing Director and Acting Chairman*

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## APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

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*The biographical details of the retiring Directors eligible for re-election at the AGM are set out as follows:*

### EXECUTIVE DIRECTORS

**Mr. Tsang To** (“Mr. Tsang”), aged 38, joined the Company on 27 February 2014. He is a partner of a PRC law firm. Mr. Tsang holds a bachelor’s degree in laws from Xiamen University (廈門大學) and a master’s degree in laws from the University of London. He is admitted as a solicitor to the High Court of Hong Kong as well as a PRC qualified lawyer. Mr. Tsang is currently an independent director of THT Heat Transfer Technology. Inc. (Stock Code: THTI), a company listed on the NASDAQ Stock Market and formerly an executive director of Enterprise Development Holdings Limited (stock code: 1808) (formerly known as Tai-I International Holdings Limited), companies listed on the Stock Exchange.

Save as disclosed above, Mr. Tsang did not previously hold any directorship in other listed public companies in the last three years.

No service contract has been entered into between Mr. Tsang and the Company. Mr. Tsang has no fixed term of service with the Company and is subject to retirement by rotation and re-election in accordance with the Articles. He is entitled to a monthly basic salary of HK\$30,000, which was determined with reference to his experience and the amount of time spent in the affairs of the Company.

Save as disclosed above, he has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As of the Latest Practicable Date, he has no interest in the Shares within the meaning of Part XV of the SFO.

**Ms. Ng Si Wai** (“Ms. Ng”), aged 43, joined the Company on 13 March 2014. She holds a Bachelor Degree from Xiamen University (廈門大學). Ms. Ng has over 16 years of experience in management ranging from real estate, investment, and education. She currently is the Chairperson of QianYuan Education Consulting (Beijing) Co. Ltd.

Save as disclosed above, Ms. Ng did not previously hold any directorship in other listed public companies in the last three years.

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## APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

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No service contract has been entered into between Ms. Ng and the Company. Ms. Ng has no fixed term of service with the Company and is subject to retirement by rotation and re-election in accordance with the Articles. She is entitled to a monthly basic salary of HK\$30,000, which was determined with reference to her experience and the amount of time spent in the affairs of the Company.

Save as disclosed above, she has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As of the Latest Practicable Date, she has no interest in the Shares within the meaning of Part XV of the SFO.

**Mr. Lo Yuen Wa Peter** (“Mr. Lo”), aged 52, joined the Company on 1 April 2014. He holds a Bachelor’s Degree in Accountancy from the University of Liverpool in the United Kingdom; and he is a member of the Institute of Chartered Accountants in England and Wales and of the Hong Kong Institute of Certified Public Accountants. He has 28 years experience in auditing, accounting, investment, financial and corporate management. Mr. Lo was an executive director of Mascotte Holdings Limited (Stock code: 136) from 24 July 2008 to 27 March 2014.

Save as disclosed above, Mr. Lo did not previously hold any directorship in other listed public companies in the last three years.

No service contract has been entered into between Mr. Lo and the Company. Mr. Lo has no fixed term of service with the Company and is subject to retirement by rotation and re-election in accordance with the Articles. He is entitled to a monthly basic salary of HK\$80,000, which was determined with reference to his experience and the amount of time spent in the affairs of the Company.

Save as disclosed above, he has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As of the Latest Practicable Date, he has no interest in the Shares within the meaning of Part XV of the SFO.

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## APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

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**Mr. Wen Louis** (“Mr Wen”), aged 79, joined the Company on 1 September 2006. He holds a Bachelor of Engineering degree from City University of New York and was an Executive Director of Forefront International (Hong Kong) Limited (“FIHK”) from 1993 to 1997 and General Manager of FIHK since August 2005. Mr. Wen has extensive experience in engineering, marketing and advertising from previous position at J. Walter Thompson Co. and Dow Jones International Marketing Service in the United States. Mr. Wen is also an independent non-executive director of Willie International Holdings Limited (stock code: 273) since 22 April 2009.

Save as disclosed above, Mr. Wen did not previously hold any directorship in other listed public companies in the last three years.

No service contract has been entered into between Mr. Wen and the Company. Mr. Wen has no fixed term of service with the Company and is subject to retirement by rotation and reelection in accordance with the Articles. He is entitled to a monthly basic salary of HK\$32,500, which was determined with reference to his experience and the amount of time spent in the affairs of the Company.

Save as disclosed above, he has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As of the Latest Practicable Date, he has no interest in the Shares within the meaning of Part XV of the SFO.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Chung Yuk Lun** (“Mr. Chung”), aged 53, joined the Company on 26 April 2007. He is a fellow member of the Association of Chartered Certified Accountants, an associate member of The Hong Kong Institute of Certified Public Accountants and an Associate Chartered Accountants (England and Wales). Mr. Chung has over 20 years of experience in finance and project investment. He is currently an independent non-executive director of Heritage International Holdings Limited (stock code: 412), Dragonite International Limited (stock code: 329) and Freeman Financial Corporation Limited (stock code: 279) all of which are companies listed on the Stock Exchange. Mr. Chung was the executive director of Ming Fung Jewellery Group Limited (Stock code: 860), Eagle Ride Investment Holdings Limited (Stock code: 901) (formerly known as Radford Capital Investment Limited) and the managing director and chief executive officer of Tack Fiori International Group Limited (stock code: 928) (formerly known as Tack Fat Group International Limited) until he resigned on 28 September 2013, 1 November 2013 and 31 March 2014 respectively.

Save as disclosed above, Mr. Chung did not previously hold any directorship in other listed public companies in the last three years.

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## APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

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No service contract has been entered into between Mr. Chung and the Company. Mr. Chung has no fixed term of service with the Company and is subject to retirement by rotation and reelection in accordance with the Articles. He is entitled to a director's fee of HK\$120,000 per annum, which was determined with reference to his experience and the amount of time spent in the affairs of the Company.

Save as disclosed above, he has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As of the Latest Practicable Date, he has no interest in the Shares within the meaning of Part XV of the SFO.

**Ms. Lam Yan Fong, Flora** ("Ms. Lam"), aged 38, joined the Company on 18 May 2007. She obtained a Bachelor Degree in Law from the University of Hong Kong in 1999 and a Postgraduate Certificate in Laws in 2001. Ms. Lam is a practicing solicitor in Hong Kong. Ms. Lam joined Messrs. Lam & Co. in 2007 and is now a partner of the firm. Ms. Lam is an independent non-executive director of Tack Fiori International Group Limited (stock code: 928) (formerly known as Tack Fat Group International Limited) and formerly an independent non-executive director of Eagle Ride Investment Holdings Limited (formerly known as Radford Capital Investment Limited) (Stock code: 901) until she resigned on 1 November 2013.

Save as disclosed above, Ms. Lam did not previously hold any directorship in other listed public companies in the last three years.

No service contract has been entered into between Ms. Lam and the Company. Ms. Lam has no fixed term of service with the Company and is subject to retirement by rotation and re-election in accordance with the Articles. She is entitled to a director's fee of HK\$120,000 per annum, which was determined with reference to her experience and the amount of time spent in the affairs of the Company.

Save as disclosed above, she has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As of the Latest Practicable Date, she has no interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above or as set out in the Company's annual report 2013, the above retiring Directors confirm that there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There are no other matters relating to the re-election of the retiring Directors that need to be brought to the attention of the Shareholders.

*This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to maximum of 10% of the issued share capital of the Company as at the date of approval for the Repurchase Mandate.*

**SHARE CAPITAL**

As at the Latest Practicable Date, the number of Shares in issue was 723,639,053. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 72,363,905 Shares, being 10% of the entire issued share capital of the Company as at the date of passing the resolution.

**REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. As compared with the position of the Company in its financial statements for the year ended 31 December 2013 (being the most recent published audited accounts), the Directors consider that there might be an immaterial adverse impact on the working capital or the gearing position of the Company in the event that the proposed repurchases were to be made in full during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level which in the opinion of the Directors are from time to time appropriate for the Company.

**FUNDING OF REPURCHASES**

Repurchases to be made pursuant to the Repurchase Mandate would be financed out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands.

**EFFECT OF THE TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercise its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholders' interests, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

So far as the Directors are aware based on the register maintained by the Company under the Securities and Future Ordinance (cap 571 of the Laws of Hong Kong) as at the Latest Practicable Date, the exercise of the Repurchase Mandate in full will not give rise to any obligation on shareholder (and parties acting in concert with it) to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise any of the Repurchase Mandate to such an extent that will result in a requirement of any of the Shareholders or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of public falling below 25% or the minimum percentage as from time to time prescribed under the Listing Rules.

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, no person (other than a Director or chief executive of the Company) had interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or any options in respect of such capital.

**SHARE PRICE**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in previous twelve months immediately preceding the Latest Practicable Date are as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2013</b>		
March	0.2950	0.2230
April	0.2550	0.2180
May	0.2350	0.1970
June	0.2090	0.1880
July	0.2550	0.1900
August	0.2270	0.1830
September	0.2470	0.1820
October	0.2900	0.2170
November	0.3850	0.2500
December	0.4700	0.3250
<b>2014</b>		
January	1.1000	0.4050
February	1.4500	0.7900
March	1.1200	0.7900
April (up to the Latest Practicable Date)	0.9500	0.8900

**SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately preceding the Latest Practicable Date.

**GENERAL**

To the best of their knowledge and having made all reasonable enquiries, neither the Directors nor any of their associates have any present intention to sell Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no connected persons of the Company (as defined in the Listing Rules) notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

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## NOTICE OF ANNUAL GENERAL MEETING

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### FOREFRONT GROUP LIMITED

*(incorporated in the Cayman Islands with limited liability)*

福方集團有限公司\*

(Stock Code: 0885)

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Forefront Group Limited (the “**Company**”) will be held at 30/F., China United Centre, 28 Marble Road, North Point, Hong Kong on Friday, 16 May 2014 at 4:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2013 and the reports of the directors and auditors of the Company for the year ended 31 December 2013.
2. To re-elect Mr. Tsang To as an executive Director of the Company.
3. To re-elect Ms. Ng Si Wai as an executive Director of the Company.
4. To re-elect Mr. Lo Yuen Wa Peter as an executive Director of the Company.
5. To re-elect Mr. Wen Louis as an executive Director of the Company.
6. To re-elect Mr. Chung Yuk Lun as an independent non-executive Director of the Company.
7. To re-elect Ms. Lam Yan Fong, Flora as an independent non-executive Director of the Company.
8. To authorise the board of directors of the Company to fix the remuneration of the Directors.
9. To re-appoint Messrs. Mazars CPA Limited as auditor of the Company and its subsidiaries and authorize the board of directors of the Company to fix their remuneration.

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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To consider as special business and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

10. **“THAT:**
- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.001 each in the capital of the Company (“**Shares**”) or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements or options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
  - (b) the approval given in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of aforesaid powers after the end of the Relevant Period;
  - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given in paragraph (a) and (b) of this resolution, otherwise than pursuant to:
    - i. a Rights Issue (as hereinafter defined); or
    - ii. any issue of Shares upon exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares; or
    - iii. the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- iv. any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company in force from time to time,

shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earlier of:
  - i. the conclusion of the next annual general meeting of the Company;
  - ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
  - iii. the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying of the authority set out in this resolution.

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

11. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the articles of association of the Company and all applicable laws of the Cayman Islands and/or other applicable laws in this regards, be and the same is hereby generally and unconditional approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
  - (c) the aggregate nominal amount of the Shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
  - (d) for the purpose of this resolution, “**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earlier of:
    - i. the conclusion of the next annual general meeting of the Company;
    - ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
    - iii. the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking and varying the authority set out in this resolution.”
12. “**THAT** conditional upon the passing of Resolutions numbered 10 and 11 set out in the notice of the annual general meeting at which this resolution is considered, the general mandate granted to the Directors to allot, issue or otherwise deal with additional Shares pursuant to Resolution numbered 10 above of which this resolution forms part be and is hereby extended by the addition thereto of the aggregate nominal amount of the Shares which may be repurchased or agreed to be repurchased by the Company under the authority granted pursuant to the Resolution numbered 11 above, provided that such amount of Shares so repurchased by the Company shall not exceed 10% of aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

By order of the Board  
**Forefront Group Limited**  
**Lo Yuen Wa Peter**  
*Managing Director and Acting Chairman*

Hong Kong, 8 April 2014

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) Any member of the Company entitled to attend and vote at the Annual General Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her and so appointed shall have the same right as the member to speak at the meeting. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the annual general meeting is enclosed herewith.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Annual General Meeting or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to exclusion of the votes of the other joint holders.

As at the date of this notice, the Board comprises the following members:–

*Executive Directors*

Mr. Lo Yuen Wa Peter

*(Managing Director and Acting Chairman)*

Ms. Lo Oi Kwok, Sheree

Mr. Wen Louis

Mr. Tsang To

Ms. Ng Si Wai

*Independent Non-executive Directors*

Mr. Chung Yuk Lun

Ms. Lam Yan Fong, Flora

Mr. Pak William Eui Won