
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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
(3) REFRESHMENT OF SCHEME MANDATE LIMIT
(4) PROPOSED CHANGE OF COMPANY NAME
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company to be held on Monday, 29 June 2015 at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Hong Kong at 10:00 a.m. is set out on pages 20 to 26 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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DEFINITIONS

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 Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Hong Kong on Monday, 29 June 2015 at 10:00 a.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
“Change of Company Name”	the proposed change of the name of the Company from “Forefront Group Limited” to “Rentian Technology Holdings Limited” and upon the said changes becoming effective, the adoption of Chinese name of the Company from “福方集團有限公司” to “仁天科技控股有限公司” for identification purpose
“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

DEFINITIONS

“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”	7 May 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“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
“Scheme Mandate Limit”	the maximum number of Shares which may be issued and allotted upon the exercise of all options shares which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed scheme mandate limit by Shareholders
“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
“Share Option Scheme”	the share option scheme of the Company adopted by the Company on 6 August 2007
“Shareholder(s)”	the holder(s) of the Share(s)

DEFINITIONS

“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

LETTER FROM THE BOARD



FOREFRONT GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

福方集團有限公司*

(Stock Code: 0885)

Executive Directors:

Ms. Yang Xiaoying

(Chief Executive Officer)

Ms. Lo Oi Kwok, Sheree

Mr. Tsang To

Ms. Ng Si Wai

Mr. Choi Chi Fai

Independent Non-executive Directors:

Mr. Chung Yuk Lun

Mr. Pak William Eui Won

Mr. Zhang Xiaoman

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:*

Suites 2001 & 2002, 20/F.,

AIA Central

1 Connaught Road Central

Hong Kong

13 May 2015

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS**
- (2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**
- (3) REFRESHMENT OF SCHEME MANDATE LIMIT**
- (4) PROPOSED CHANGE OF COMPANY NAME**
- AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding, inter alia, (i) the re-election of retiring Directors; (ii) the General Mandates to issue and repurchase Shares; (iii) the refreshment of the Scheme Mandate Limit; and (iv) proposed Change of Company Name.

* For identification purpose only

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

As at Latest Practicable Date, the Board consisted of Eight Directors, namely Ms. Yang Xiaoying, Ms. Lo Oi Kwok, Sheree, Mr. Tsang To, Ms. Ng Si Wai and Mr. Choi Chi Fai, being the executive Directors, and Mr. Chung Yuk Lun, Mr. Pak William Eui Won and Mr. Zhang Xiaoman, being the independent non-executive Directors.

In accordance with Article 116 of the Company's Articles, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not below, one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.

Accordingly, Ms. Lo Oi Kwok, Sheree who was executive Director and Mr. Chung Yuk Lun and Mr. Pak William Eui Won who were independent non-executive Directors shall retire at the AGM by rotation pursuant to Article 116 of the Articles. Ms. Lo Oi Kwok, Sheree will not offer herself for re-election at the AGM due to her retirement. All the other retiring Directors being eligible shall offer themselves for re-election at the AGM.

Ms. Lo Oi Kwok, Sheree has confirmed that she has no disagreement with the Board and there is no matter in relation to her retirement that needs to be brought to the attention of the Shareholders of the Company.

According to Article 99 of the Articles, Ms. Yang Xiaoying, Mr. Choi Chi Fai and Mr. Zhang Xiaoman, who were newly appointed to the Board as executive Directors and independent non-executive Director, will retire at the AGM. They, being eligible, have offered themselves for re-election at the forthcoming AGM.

Biographical details of Ms. Yang Xiaoying, Mr. Choi Chi Fai, Mr. Chung Yuk Lun, Mr. Pak William Eui Won and Mr. Zhang Xiaoman which are required to be disclosed pursuant to the Listing Rules are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting held on 16 May 2014, 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.

The Existing Issue Mandate will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate.

At the AGM, ordinary resolutions will therefore be proposed to the Shareholders to consider and, if thought fit, approving and grant 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;
- 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.

LETTER FROM THE BOARD

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.

4. REFRESHMENT OF SCHEME MANDATE LIMIT

The Share Option Scheme was adopted by the Company on 6 August 2007. Subject to the approval of the Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Scheme Mandate Limit may be refreshed to the extent not exceeding 10% of the Shares in issue as at the date of the such Shareholders' approval. Apart from the Share Option Scheme, the Company had no other share option scheme in force as at the Latest Practicable Date.

Since the approval of the refreshed Scheme Mandate Limit on 16 May 2013 and up to the Latest Practicable Date, 723,639,053 Shares were in issue and a total of 72,363,905 options with rights to subscribe up to 72,363,905 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date, have been granted under the Share Option Scheme and remained outstanding.

At the last annual general meeting of the Company held on 16 May 2013, the Scheme Mandate Limit was refreshed by the Shareholders and the Company is allowed to grant options entitling holders thereof to subscribe for up to 72,363,905 Shares. Since the latest refreshment of the Scheme Mandate Limit and up to the Latest Practicable Date, a total of 72,363,905 options have been granted on 30 March 2015 and the Scheme Mandate Limit has been utilised as to 100%. None of the 72,363,905 options granted was exercised, cancelled or lapsed during the period. Details please refer to the Company's announcement dated 30 March 2015.

On the basis of 723,639,053 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are allotted, issued or repurchased by the Company prior to the AGM, the maximum number of Shares to be issued upon the exercise of Options that may be granted under the refreshment of Scheme Mandate Limit and any other schemes of the Company must not exceed 72,363,905 Shares, representing 10% of the Shares in issue as at the date of the AGM.

LETTER FROM THE BOARD

The Directors believe that the Share Option Scheme is a cost effective way to provide incentives to, and recognize the contributions of, the Group's employees and other selected grantees. Since 100% of the Scheme Mandate Limit as refreshed in the last annual general meeting of the Company held on 16 May 2013 has been utilised, the Board considers that the refreshment of the Scheme Mandate Limit will provide the Company with greater flexibility in granting options to eligible persons under the Share Option Scheme and allow the Company to attract potential employees to join the Group and to retain the existing employees of the Group which is in the interests of the Group. The Board decides to seek the approval from the Shareholders at the AGM to refresh the Scheme Mandate Limit.

Pursuant to the Share Option Scheme and the Listing Rules, the Scheme Mandate Limit shall in no event result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company exceeding 30% of the Shares in issue from time to time.

The refreshment of the Scheme Mandate Limit is conditional upon:

- a) the passing of an ordinary resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the AGM; and
- b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the Shares in issue as at the date of passing the resolution of refreshment of Scheme Mandate Limit at the AGM) which may fall to be issued upon the exercise of the options to be granted under the Share Option Scheme and any other share option schemes of the Company.

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued and allotted upon the exercise of the options that may be granted under the refreshed Scheme Mandate Limit.

5. CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from "Forefront Group Limited" to "Rentian Technology Holdings Limited" and upon the said changes becoming effective the Company would adopt its Chinese name of the Company from "福方集團有限公司" to "仁天科技控股有限公司" for identification purpose.

LETTER FROM THE BOARD

Conditions for Change of Company Name

The Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders to approve the Change of Company Name at the AGM; and
2. the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect on the date on which the special resolution to effect the change of name is passed at the AGM, and will be evidenced by the Certificate of Incorporation on Change of Name issued by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Company is an investment holding company, and through its subsidiaries is principally engaged in (i) provision of information technology (“IT”) services in the PRC; (ii) provision of design, manufacturing and distribution of printers, terminals and computers and point-of-sale (“POS”) electronic products in the PRC; (iii) securities investment; and (iv) money lending business.

Since the Company indirectly acquired 83% equity interests in Fujian Start in September 2014, which principally engaged in design, manufacturing and distribution of printers, terminals and computers and POS electronic products and providing information technology services to institutional clients under its own brand name “Start” in the PRC, marking the beginning of a new chapter of the Group. The Change of Company Name could better reflect the main business of the Company and create synergy between the listing platform and the new IT business.

The Board considers that the Change of the Company Name will demonstrates the Group’s future strategy. And, the new name can also give the Group a new corporate image and identity.

The Board believes that the Change of Company Name will benefit the Group in its future business development, and this will be in the interests of the Group, the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

Effect of the Change of Company Name

The Change of Company Name will not affect any of the rights of the Shareholders. If the Change of Company Name becomes effective, all existing share certificates in issue bearing the existing name of the Company will continue to be evidence of title to the Shares and will continue to be valid for trading, settlement, delivery and registration for the same number of shares in the new name of the Company and the rights of any Shareholders will not be affected as a result of the Change of Company Name. Further announcement in relation to the change in stock short names will be made by the Company.

There will be no special arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the Company's new name. Subject to the Change of Company Name becoming effective, future share certificates will be issued under the new name of the Company.

6. AGM

A notice convening the AGM is set out on pages 20 to 26 of this circular. The AGM will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Hong Kong on Monday, 29 June 2015 at 10:00 a.m. for the purpose of considering and, if though fit, approving the resolutions as set out therein.

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 require to abstain from voting on the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

7. 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.

8. RECOMMENDATION

The Board considers that the proposed resolutions in relation to the re-election of retiring Directors, renewal of the General Mandates and refreshment of Scheme Mandate Limit 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
Choi Chi Fai
Executive Director

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

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

EXECUTIVE DIRECTORS

Ms. Yang Xiaoying (“Ms. Yang”), aged 47, joined the Company on 26 August 2014. She studied and obtained her Bachelors’ degree in Computer Science in the University of Electronic Science & Technology of China (電子科技大學) in the People Republic of China and EMBA in China Europe International Business School (中歐國際工商學院). She has 27 years of experience in sales and marketing, business development, operations as well as consulting in the IT industry. Ms. Yang is currently an independent director of Digital China Information Service Company Ltd., a company listed on Shenzhen Stock Exchange (stock code: 000555) and was Vice President of Oracle Customer Services, Greater China of Oracle (China) Software Systems Co., Ltd. from February 2006 to April 2014.

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

Ms. Yang has entered into a service contract with the Company and is subject to retirement by rotation and re-election in accordance with the Articles. She is entitled to a monthly remuneration of HK\$104,167 per month and the Company will bear the salaries tax arises from this service contract in Hong Kong by her, 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 at the Latest Practicable Date, Ms. Yang has an interest in 21,000,000 shares of the Company, through a company which is beneficially owned as to 90% by Ms. Yang and share option of the Company exercisable into 6,000,000 shares of the Company within the meaning of Part XV of the SFO.

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

Mr. Choi Chi Fai (“Mr. Choi”), aged 37, joined the Company on 4 March 2015. He holds a Bachelor Degree of Business Administration in Accounting from The Hong Kong University of Science and Technology. Mr. Choi is a member of Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. He has over 10 years of experience in internal and external auditing, merger and acquisition, and direct investment. He currently is the Chief Investment Officer of Carnival Group International Holdings Limited (stock code: 996), which is listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). He was an independent non-executive director of Energy International Investments Holdings Limited (stock code: 353) and Associate Director of CCB International Asset Management Limited (the “CCBIAM”). CCBIAM is ultimately controlled by China Construction Bank Corporation (stock code: 939), which is listed on the Stock Exchange and the Shanghai Stock Exchange (stock code: CH. 601939). He also holds directorships in major subsidiaries of the Company.

Save as disclosed above, Mr. Choi 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. Choi and the Company. Mr. Choi 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\$50,000, 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 is interested in the share options of the Company exercisable into 7,236,390 Shares within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chung Yuk Lun (“Mr. Chung”), aged 54, 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 30 years of experience in finance and project investment. He is currently an executive director, chairman and company secretary of Mascotte Holdings Limited (stock code: 136), an independent non-executive director of Heritage International Holdings Limited (stock code: 412) and Freeman Financial Corporation Limited (stock code: 279), all of which are companies listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Mr. Chung was an independent non-executive director of Dragonite International Limited (stock code: 329), the managing director and chief executive officer of Tack Fiori International Group Limited (Stock Code: 928), the chairman and executive director of Radford Capital Investment Limited (currently known as Eagle Ride Investment Holdings Limited) (Stock code: 901) and the executive director of Ming Fung Jewellery Group Limited (Stock code: 860), until he resigned on 2 September 2014, 31 March 2014, 1 November 2013 and 28 September 2013.

Save as disclosed above, Mr. Chung 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. Chung and the Company. Mr. Chung 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 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, 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.

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

Mr. Pak William Eui Won (“Mr. Pak”), aged 35, joined the Company on 28 December 2009. He is currently a director of HEC Capital Limited and subsidiaries and formerly a director of Hennabun Capital Group Limited. He holds a Master of Laws degree in U.S. taxation from the University of Washington School of Law, a Juris Doctor’s degree from the University of British Columbia Faculty of Law and an Economics and Commerce degree from the University of British Columbia Faculty of Arts. Mr. Pak is an attorney licensed by the New York State Bar and is a member of the New York State Bar Association and the American Bar Association. He was a lawyer in the investment funds practice at White & Case’s New York and Hong Kong offices. He has substantive experience in the establishment and representation of both U.S. and international private investment funds including private equity funds, hedge funds, real estate funds, distressed funds and hybrid funds.

Save as disclosed above, Mr. Pak 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. Pak and the Company. Mr. Pak 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 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.

Mr. Zhang Xiaoman (“Mr. Zhang”), aged 33, joined the Company on 4 March 2015. He holds a bachelor’s degree in laws from Peking University. He is a partner of a law firm and qualified lawyer in China. He was an independent non-executive Director of Enterprise Development Holdings Limited (stock code: 1808) until he resigned on 28 January 2015.

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

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

No service contract has been entered into between Mr. Zhang and the Company. Mr. Zhang 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 director's fee of HK\$240,000 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.

Save as disclosed above or as set out in the Company's annual report 2014, 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 2014 (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.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Mr. King Pak Fu (“Mr. King”), the controlling shareholder of the Company, through his wholly and beneficially owned company, Mystery Idea Limited, is deemed to be interested in 511,667,335 Shares, representing approximately 70.71% of the Company’s issued share capital. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of Mr. King would be increased from 70.71% to approximately 78.56% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Company has no present intention to repurchase Shares to such extent result in the amount of Shares held by the public being reduced to less than 25%.

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:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2014		
May	1.25	0.95
June	1.50	0.85
July	1.35	0.95
August	1.85	1.20
September	1.67	1.33
October	1.53	1.37
November	1.60	1.40
December	1.72	1.26
2015		
January	1.42	1.20
February	2.01	1.26
March	2.72	1.67
April	4.88	2.40
May (up to the Latest Practicable Date)	4.84	4.30

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 core 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, so far as the same may be applicable, 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.

NOTICE OF ANNUAL GENERAL MEETING



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 Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Hong Kong on Monday, 29 June 2015 at 10:00 a.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 2014 and the reports of the directors and auditors of the Company for the year ended 31 December 2014.
2. To re-elect Ms. Yang Xiaoying as an executive Director of the Company.
3. To re-elect Mr. Choi Chi Fai as an executive Director of the Company.
4. To re-elect Mr. Chung Yuk Lun as an independent non-executive Director of the Company.
5. To re-elect Mr. Pak William Eui Won as an independent non-executive Director of the Company.
6. To re-elect Mr. Zhang Xiaoman as an independent non-executive Director of the Company.
7. To authorise the board of directors of the Company to fix the remuneration of the Directors.
8. 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*

NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY RESOLUTIONS

9. “**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

NOTICE OF ANNUAL GENERAL MEETING

- 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).”

NOTICE OF ANNUAL GENERAL MEETING

10. **“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;
 - (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.”

NOTICE OF ANNUAL GENERAL MEETING

11. “**THAT** conditional upon the passing of Resolutions numbered 9 and 10 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 9 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 10 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.”
12. “**THAT:**
- (a) subject to and conditional upon Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the Shares in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the existing share option scheme of the Company adopted on 6 August 2007 up to a new 10% limit of the number of Shares in issue at the date of the passing of this resolution (the “**Refreshed Scheme Mandate Limit**”) be approved; and
 - (b) any director of the Company be and is hereby authorised to do all such acts and execute all such documents to effect the Refreshed Scheme Mandate Limit.”

SPECIAL RESOLUTIONS

13. “**THAT**
- (A) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the name of the Company be and is hereby changed from “Forefront Group Limited” to “Rentian Technology Holdings Limited” and the adoption of its Chinese name from “福方集團有限公司” to “仁天科技控股有限公司” for identification purpose; and

NOTICE OF ANNUAL GENERAL MEETING

- (B) any one of the directors of the Company be and is hereby authorized to do all such acts and things and execute all such documents as he or she may consider necessary, desirable or expedient to effect and implement the change of name of the Company.”

By order of the Board
Forefront Group Limited
Choi Chi Fai
Executive Director

Hong Kong, 13 May 2015

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.

NOTICE OF ANNUAL GENERAL MEETING

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

Executive Directors

Ms. Yang Xiaoying (*Chief Executive Officer*)

Ms. Lo Oi Kwok, Sheree

Mr. Tsang To

Ms. Ng Si Wai

Mr. Choi Chi Fai

Independent Non-executive Directors

Mr. Chung Yuk Lun

Mr. Pak William Eui Won

Mr. Zhang Xiaoman