福田實業(集團)有限公司
Fountain Set (Holdings) Limited

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提名委員會職權範圍書

Terms of Reference of the Nomination Committee

（於 2026 年 11 月更新）

(Updated in November 2026)

1. 序言 Foreword

福田實業（集團）有限公司（「本公司」）董事（「董事」）會（「董事會」）已修訂及採納本提名委員會（「提名委員會」或「委員會」）職權範圍，以反映《香港聯合交易所有限公司證券上市規則》（「《上市規則》」）及其附錄 C1《企業管治守則》的相關要求。本職權範圍於 2026 年 11 月更新。

The board (the "Board") of directors (the "Director(s)") of Fountain Set (Holdings) Limited (the "Company") has revised and adopted these terms of reference of the nomination committee of the Company (the "Nomination Committee" or the "Committee") to reflect the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the Corporate Governance Code set out in Appendix C1 thereto. These terms of reference have been updated in November 2026.

2. 成員 Membership

提名委員會成員須由董事會從公司的董事中委任，必須以獨立非執行董事占大多數。委員會最少須由 3 名成員組成。

The Nomination Committee shall be appointed by the Board of directors of the Company from amongst the Directors with a majority of independent non-executive Directors. It shall consist of not less than 3 members.

委員會須至少有一名不同性別的董事。（《企業管治守則》第 B.3.5 條）

The Committee shall comprise at least one Director of a different gender. (Code Provision B.3.5)

提名委員會主席為董事會主席或獨立非執行董事，並須由董事會委任。任何會議若出現主席未克出席的情況，委員會將從出席成員中選出一位元擔任代理主席。

The Chairman of the Nomination Committee, being either the Chairman of the Board or an independent non-executive Director, shall be appointed by the Board. In the event that the Chairman is unable to attend a meeting, the Committee shall elect an acting chairman from amongst the members present.

委員會秘書（「秘書」）須由公司秘書或其授權代表出任。

The Secretary of the Committee (the "Secretary") shall be the company secretary of the Company or his/her authorised representative.

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3. 出席會議 Attendance at meetings

委員會會議的法定人數為任何兩名成員，其中至少一名須為獨立非執行董事。
The quorum for a meeting of the Committee shall be any two Members, at least one of whom shall be an independent non-executive Director.

會議可由成員親身出席、透過電話或視像會議進行。成員可透過會議電話或類似通訊器材或能讓全部與會人士聆聽對方聲音之電子通訊方式參與會議。
Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

於任何會議提呈之委員會決議案，須由出席成員以大多數票數通過。
Resolutions of the Committee at any meeting shall be passed by a majority of votes of the Members present.

由全體成員簽署之書面決議案，其效力及作用與決議案於正式召開及舉行之委員會會議上通過無異。
A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

4. 會議次數 Frequency of meetings

委員會每年須至少召開一次會議。
The Committee shall meet at least once a year.

5. 權力 Authority

董事會授權提名委員會按照其職權範圍履行其職務。提名委員會有權向主席及/或行政總裁作出諮詢及向所有雇員索取任何所需數據。所有雇員亦獲指示與提名委員會合作，以滿足其任何要求。
The Nomination Committee is authorized by the Board to perform duties within its terms of reference. It is authorized to consult the Chairman and/or chief executive of the Company and to seek any information it requires from any employee. All employees are directed to co-operate with any request made by the Nomination Committee.

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提名委員會應獲供給充足資源以履行其職務。董事會授權提名委員會可尋求獨立專業意見（可經由公司秘書安排尋求獨立專業意見），費用由本公司承擔。如提名委員會認為有需要時，可邀請具相關經驗及專業知識的外界人士出席會議，以履行其職責。 The Nomination Committee shall be provided with sufficient resources to perform its duties. The Nomination Committee is authorized by the board to seek independent professional advice (which may be sought through arrangement by the company secretary), at the expense of the Company, and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

6. 職務 Duties

提名委員會應履行以下責任：
The Nomination Committee shall perform the following duties:

(a) 至少每年檢討董事會的架構、人數及組成資格（包括技能、知識、經驗及多元化概況），並就下列事項向董事會提出建議：
to review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least annually and make recommendations to the Board on the followings:
   i. 任何為配合公司策略而擬對董事會作出的變動提出建議；
   any proposed changes to the Board to complement the corporate strategy;
   ii. 任何由行政總裁建議對副總裁及以上職位的變動提出建議。
   any proposed changes to the Vice Presidents and higher-ranking positions by the Chief Executive Officer.

(b) 協助董事會編制董事會技能表，並確保其反映發行人的目的、價值觀、策略及理想文化。（《企業管治守則》第 B.1.5 條及第 B.3.1(a)條）
to assist the Board in preparing and maintaining the board skills matrix and ensuring it reflects the issuer's purposes, values, strategy and desired culture. (Code Provisions B.1.5 and B.3.1(a))

(c) 物色及提名合資格成為董事會新成員或填補董事會空缺的人選，以及評審行政總裁建議成為新副總裁及以上職位成員或填補副總裁及以上職位空缺的人選，當中因應董事會成員多元化政策及成員組成需要，並確保在考慮人選時是按其本身長處及客觀準則考量，及確保他們有時間及能力為董事會作貢獻供董事會批准；
to identify and recommend suitably qualified candidates as new Director(s) or to fill Board vacancies as they arise and to assess candidates proposed by the Chief Executive Officer as new Vice President(s) or to fill Vice President and higher-ranking positions vacancies as they arise having regard to the board diversity policy and the composition needs of the Board, ensuring that candidates are considered on their own merits and against objective criteria, and ensuring that they have the time and capability to contribute to the Board, for the approval of the Board;

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(d) 經參考聯交所上市規則不時生效的有關指引或規定定期評核獨立非執行董事的獨立性；
to assess the independence of the independent non-executive Directors on a regular basis having regard to relevant guidelines or requirements of the Listing Rules in place from time to time;

(e) 若獨立非執行董事在任已超過九年，其是否獲續任應以獨立決議案形式由股東審議通過；隨附該決議案一同發給股東的文件中，應說明董事會（或提名委員會）為何認為該名董事仍屬獨立人士及應獲重選的原因。（《企業管治守則》第 B.2.3 條）
if an independent non-executive Director has served more than nine years, his/her re-appointment shall be subject to a separate resolution to be passed by shareholders; the circular accompanying such resolution shall explain why the Board (or the Nomination Committee) considers the Director still independent and shall be re-elected. (Code Provisions B.2.3)

(f) 至少每年評估每名董事投入本公司的時間及對董事會的貢獻，以及其有效履行職責的能力，並考慮該董事的專業資格及工作經驗、現有董事職務及其他重大外部時間承擔，以及與該董事的品格、誠信、獨立性及經驗相關的所有其他因素或情況。（《企業管治守則》第 B.1 條）
to assess at least annually each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his/her responsibilities effectively, taking into account the Director's professional qualifications and work experience, existing directorships and other significant external time commitments, and all other factors or circumstances relevant to the Director's character, integrity, independence and experience. (Code Provisions B.1)

(g) 就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議；
to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive Officer;

(h) 支援發行人定期評估董事會表現，包括至少每兩年進行一次正式的董事會表現評核。（《企業管治守則》第 B.1.4 條及第 B.3.1(e)條）
to support the issuer in regularly evaluating the performance of the Board, including a formal evaluation at least once every two years. (Code Provisions B.1.4 and B.3.1(e))

(i) 處理任何事情以執行董事授予提名委員會之職責；及
to do any such things to enable the Nomination Committee to discharge its duties conferred on it by the Board; and

(j) 以符合不時按董事會訂明、本公司的憲章文件內所列載、法例及/或規則訂立之任何要求、方向及規例。
to conform to any requirement, direction, and regulation that may from time to time be prescribed by the board or contained in the company's constitution or imposed by legislation and/or rules.

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7. 彙報程式 Reporting procedures

提名委員會的完整會議紀錄應由正式委任的會議秘書（通常為公司秘書）保存。提名委員會會議紀錄的初稿及最後定稿應在會議後一段合理時間內先後發送委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。（《企業管治守則》第 D.3.1 條）

Full minutes of Nomination Committee meetings shall be kept by a duly appointed secretary of the meetings (usually the company secretary). Draft and final versions of minutes of the Nomination Committee meetings shall be sent to all members of the committee for their comment and records within a reasonable time after the meetings. (Code Provision D.3.1)

秘書應將提名委員會的會議記錄及報告派發給全體董事成員傳閱。

The secretary shall circulate the minutes of the meetings and reports of the Nomination Committee to all members of the Board.

提名委員會應在本交易所網站及本公司網站上公開其職權範圍，解釋其角色以及董事會轉授予其的權力。（《企業管治守則》第 B.3.2 條）

The Nomination Committee shall make available its terms of reference on the Exchange's website and the issuer's website, explaining its role and the authority delegated to it by the Board. (Code Provision B.3.2)