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福田實業(集團)有限公司

Fountain Set (Holdings) Limited

(Incorporated in Hong Kong with limited liability) (Stock Code: 420)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 10 MAY 2019

All the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2019 AGM.

The board of directors (the “**Directors**” and the “**Board**”, respectively) of Fountain Set (Holdings) Limited (the “**Company**”) announces that all the proposed resolutions (the “**Proposed Resolutions**”) as set out in the notice of annual general meeting of the Company (the “**AGM**”) dated 3 April 2019 (the “**AGM Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the AGM held on 10 May 2019 (the “**2019 AGM**”).

As at the date of the 2019 AGM, there were a total of 1,222,476,960 issued ordinary shares in the Company (the “**Shares**”) entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2019 AGM.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Proposed Resolutions at the 2019 AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). None of the Shareholders were required under the Listing Rules to abstain from voting on the Proposed Resolutions at the 2019 AGM. None of the Shareholders have stated in the circular of the Company dated 3 April 2019 (the “**Circular**”) their intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2019 AGM.

Boardroom Share Registrars (HK) Limited, the Company’s share registrar, was appointed and acted as the scrutineer for the vote-taking at the 2019 AGM.

Set out below are the poll results in respect of all the Proposed Resolutions put to the vote of the 2019 AGM:

Ordinary Resolutions		Number of Votes (Approximate %) ^(Note 1)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, the Directors’ report and the independent auditor’s report for the year ended 31 December 2018 (the “ Year ”).	505,825,106 (100%)	0 (0%)
2.	To approve the payment of a final dividend of HK10.64 cents per Share for the Year.	507,121,106 (100%)	0 (0%)

3.	To approve the payment of a special dividend of HK1.33 cents per Share for the Year.	507,121,106 (100%)	0 (0%)
4.	(A) To re-elect Mr. ZHAO Yao as an executive Director.	501,015,106 (98.80%)	6,106,000 (1.20%)
	(B) To re-elect Mr. LIU Xianfu as an executive Director.	505,687,106 (99.72%)	1,434,000 (0.28%)
	(C) To re-elect Mr. TAO Yongming as an executive Director.	501,015,106 (98.80%)	6,106,000 (1.20%)
	(D) To re-elect Mr. YAU Hang Tat Andrew as an executive Director.	505,687,106 (99.72%)	1,434,000 (0.28%)
	(E) To re-elect Dr. YEN Gordon as a non-executive Director.	505,687,106 (99.72%)	1,434,000 (0.28%)
	(F) To re-elect Mr. SUN Fuji as a non-executive Director.	501,015,106 (98.80%)	6,106,000 (1.20%)
5.	To authorise the Board to fix the Directors' remuneration.	506,735,106 (100%)	0 (0%)
6.	To re-appoint BDO Limited as the independent auditor of the Company in respect of the Company's financial statements for the year ending 31 December 2019 and to authorise the Board to fix its remuneration.	506,069,106 (99.79%)	1,052,000 (0.21%)
7.	(A) To grant a general and an unconditional mandate to the Directors to buy back Shares as set out in ordinary resolution 7(A) of the AGM Notice ^(Note 2) .	506,735,106 (100%)	0 (0%)
	(B) To grant a general and an unconditional mandate to the Directors to allot, issue and deal with additional Shares as set out in ordinary resolution 7(B) of the AGM Notice ^(Note 2) .	444,395,106 (87.63%)	62,726,000 (12.37%)
	(C) To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares as set out in ordinary resolution 7(C) of the AGM Notice ^(Note 2) .	445,577,106 (87.86%)	61,544,000 (12.14%)
As more than 50% of the votes were cast in favour of each of the above resolutions, all of them were duly passed by the Shareholders as ordinary resolutions of the Company.			

Note 1: The number of votes and the approximate percentage of the total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the 2019 AGM in person, by authorised representative or by proxy.

Note 2: For the full text of the relevant resolutions, please refer to the AGM Notice as contained in the Circular, which can be viewed at and downloaded from the respective websites of the Company (www.fshl.com) and the Stock Exchange (www.hkexnews.hk).

By Order of the Board
Fountain Set (Holdings) Limited
ZHAO Yao
Chairman and Chief Executive Officer

Hong Kong, 10 May 2019

As at the date of this announcement, the Board comprises 4 executive Directors, namely Mr. ZHAO Yao (Chairman and Chief Executive Officer), Mr. LIU Xianfu, Mr. TAO Yongming and Mr. YAU Hang Tat Andrew; 2 non-executive Directors, namely Dr. YEN Gordon (Non-executive Vice Chairman) and Mr. SUN Fuji; and 3 independent non-executive Directors, namely Mr. NG Kwok Tung, Mr. YING Wei and Mr. William LAM.