

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**福田實業(集團)有限公司**

**Fountain Set (Holdings) Limited**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 420)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Fountain Set (Holdings) Limited (the “Company”) will be held at Block A, 6th Floor, Eastern Sea Industrial Building, 29-39 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong on Thursday, 12 January 2012 at 3:30 p.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as ordinary resolution of the Company:

**“THAT:**

- (a) the Supplemental Agreement (as defined and described in the circular of the Company dated 21 December 2011 (the “Circular”), a copy of the Supplemental Agreement marked “A” together with a copy of the Circular marked “B” are produced to the meeting and for the purpose of identification signed by the Chairman of the meeting) and all transactions contemplated thereunder and in connection therewith and any other ancillary documents and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) the Revised Annual Caps (as defined and described in the Circular) in respect of the maximum aggregate consideration receivable under the FM Sales Transactions (as defined in the Circular) for each of the two years ending 31 August 2012 and 2013 be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds, and do all such acts or things and take all such steps as he/they may in his/their absolute discretion consider to

be necessary, desirable, appropriate or expedient to implement and/or to give effect to the Supplemental Agreement, the Revised Annual Caps and the transactions contemplated thereunder and all matters incidental to, ancillary or incidental thereto.”

By order of the Board  
**Fountain Set (Holdings) Limited**  
**Ha Chung Fong**  
*Chairman*

Hong Kong, 21 December 2011

*Registered Office:*

Block A, 7th Floor  
Eastern Sea Industrial Building  
29-39 Kwai Cheong Road  
Kwai Chung, New Territories  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the registered office of the Company at Block A, 7th Floor, Eastern Sea Industrial Building, 29-39 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. At the extraordinary general meeting, the Chairman of the Meeting will exercise his power under article 73 of the Articles of Association of the Company to put the resolution set out in this notice to be voted by way of poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. On a poll, every member present in person (or in the case of the corporation by its corporate representative) or by proxy shall have one vote for each share of any class of which he is the holder.
4. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
5. As at the date hereof, the Board comprises a total of nine Directors, including Mr. Ha Chung Fong, Mr. Ha Kam On, Victor, Mr. Ha Hon Kuen and Dr. Yen Gordon as Executive Directors, Mr. Chan Yuk Yin as Non-Executive Director and Mr. Ng Kwok Tung, Mr. Wong Kwong Chi, Mr. Chow Wing Kin, Anthony, SBS, JP and Mrs. Fung Yeh Yi Hao, Yvette as Independent Non-Executive Directors.