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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 24 JUNE 2016;
AND
RETIREMENT OF DIRECTORS AND CHANGE OF COMPOSITIONS OF BOARD
COMMITTEES**

All the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2016 AGM.

With effect from the conclusion of the 2016 AGM,

- (i) Mr. GONG Zhengyi retired as an executive Director; and
- (ii) Mr. CHOW Wing Kin, Anthony, SBS, JP retired as an independent non-executive Director.

POLL RESULTS OF THE 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 24 May 2016 (the “**AGM Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the AGM held on 24 June 2016 (the “**2016 AGM**”).

As at the date of the 2016 AGM, the total number of issued ordinary shares in the Company (the “**Shares**”) was 1,205,026,960 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2016 AGM.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Proposed Resolutions at the 2016 AGM as set out in Rule 13.40 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). None of the Shareholders were required under the Listing Rules to abstain from voting on the Proposed Resolutions at the 2016 AGM. None of the Shareholders have stated in the circular of the Company dated 24 May 2016 (the “**Circular**”) their intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2016 AGM.

The Company’s share registrar, Tricor Secretaries Limited, was appointed and acted as the scrutineer at the 2016 AGM for the purpose of vote-taking.

Set out below are the poll results in respect of all the Proposed Resolutions put to vote at the 2016 AGM:

Ordinary Resolutions		Number of Votes (Approximate %) ^(Note 1)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company, the Directors' report and the independent auditor's report for the year ended 31 December 2015 (the "Year").	601,921,848 (100%)	0 (0%)
2.	To approve the payment of a final dividend of HK4 cents per Share for the Year.	603,075,848 (100%)	0 (0%)
3.	(A) To re-elect Mr. ZHANG Chong as a non-executive Director.	600,755,848 (99.62%)	2,320,000 (0.38%)
	(B) To re-elect Mr. LAN Jiang as an executive Director.	600,755,848 (99.62%)	2,320,000 (0.38%)
	(C) To re-elect Mr. William LAM as an independent non-executive Director.	602,929,848 (99.98%)	146,000 (0.02%)
4.	To authorise the Board to fix the Directors' remuneration.	603,075,848 (100%)	0 (0%)
5.	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 2016 and to authorise the Board to fix its remuneration.	602,721,848 (99.94%)	354,000 (0.06%)
6.	(A) To grant a general mandate to the Directors to repurchase Shares as set out in ordinary resolution 6(A) of the AGM Notice. ^(Note 2)	603,075,848 (100%)	0 (0%)
	(B) To grant a general mandate to the Directors to allot, issue and deal with additional Shares as set out in ordinary resolution 6(B) of the AGM Notice. ^(Note 2)	546,021,848 (90.54%)	57,054,000 (9.46%)
	(C) To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares as set out in ordinary resolution 6(C) of the AGM Notice. ^(Note 2)	546,021,848 (90.54%)	57,054,000 (9.46%)
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.			
Special Resolution		For	Against
7.	To approve and adopt the new articles of association of the Company. ^(Note 2)	562,141,848 (93.21%)	40,934,000 (6.79%)
As more than 75% of the votes were cast in favour of the above resolution, the above resolution was duly passed by the Shareholders as a special resolution of the Company.			

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

Note 2: For 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 Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

RETIREMENT OF DIRECTORS AND CHANGE OF COMPOSITIONS OF BOARD COMMITTEES

The Board announces that Mr. GONG Zhengyi (“**Mr. GONG**”), an executive Director, and Mr. CHOW Wing Kin, Anthony, *SBS, JP* (“**Mr. CHOW**”), an independent non-executive Director, did not offer themselves for re-election at the 2016 AGM. Accordingly Mr. GONG retired as an executive Director and Mr. CHOW retired as an independent non-executive Director with effect from the conclusion of the 2016 AGM. Upon the retirement of Mr. CHOW, he has ceased to be a member of each of the audit committee and the nomination committee of the Company.

Each of Mr. GONG and Mr. CHOW has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express sincerest gratitude to Mr. GONG and Mr. CHOW for their contributions and advice to the Company during their tenure of office.

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

Hong Kong, 24 June 2016

As at the date of this announcement, the Board comprises 3 executive Directors, namely Mr. ZHAO Yao, Mr. CHEN Minghong and Mr. LAN Jiang; 2 non-executive Directors, namely Dr. YEN Gordon and Mr. ZHANG Chong; and 3 independent non-executive Directors, namely Mr. NG Kwok Tung, Mr. YING Wei and Mr. William LAM.