



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

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

**Form of proxy in connection with the Annual General Meeting to
be held on Thursday, 29 June 2023 (or at its adjournment)**

I/We (Name) _____ of _____ (note 2) of
(Address) _____ (note 2), being a registered holder(s)
of _____ (note 3) ordinary shares in the share capital of
Fountain Set (Holdings) Limited (the "Company" and the "Shares", respectively), HEREBY APPOINT, the chairman of the AGM (as defined below) as my/our proxy
to attend and act for me/us at the annual general meeting of the Company (the "AGM") to be held at Block A, 6th Floor, Eastern Sea Industrial Building, 29-39
Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong on Thursday, 29 June 2023 at 9:30 a.m. and at its adjournment and to vote on my/our behalf as
indicated below or, if no such indication is given, as my/our proxy thinks fit in respect of the resolutions set out in the notice convening the AGM dated 6 June
2023 (the "AGM Notice").

	ORDINARY RESOLUTIONS	FOR (note 4)	AGAINST (note 4)
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 2022.		
2	(A) To re-elect Mr. LI Gang as an executive director of the Company (the "Director(s)").		
	(B) To re-elect Mr. NG Kwok Tung as an independent non-executive Director.		
	(C) To re-elect Mr. YING Wei as an independent non-executive Director.		
	(D) To re-elect Mr. William LAM as an independent non-executive Director.		
3	To authorise the board of Directors (the "Board") to fix the Directors' remuneration.		
4	To re-appoint SHINEWING (HK) CPA Limited as the independent auditor of the Company in respect of the Company's financial statements for the year ending 31 December 2023 and to authorise the Board to fix its remuneration.		
5	(A) To grant a general mandate to the Directors to buy back Shares as set out in ordinary resolution 5(A) of the AGM Notice (note 11).		
	(B) To grant a general mandate to the Directors to allot, issue and deal with additional Shares as set out in ordinary resolution 5(B) of the AGM Notice (note 11).		
	(C) To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares as set out in ordinary resolution 5(C) of the AGM Notice (note 11).		
6	To approve, ratify and confirm the Chinatex Supplemental Agreement (as defined and described in the circular of the Company dated 6 June 2023 (the "Circular")) and all transactions contemplated thereunder and in connection therewith (including the Revised Chinatex Annual Caps (as defined and described in the Circular)) and any other ancillary documents and the implementation thereof, and to authorise any one Director 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 may in his absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the Chinatex Supplemental Agreement, the Revised Chinatex Annual Caps and the transactions contemplated thereunder and all matters incidental to, ancillary or incidental thereto.		
7	To approve, ratify and confirm the COFCO Finance Supplemental Agreement (as defined and described in the Circular) and all transactions contemplated thereunder and in connection therewith (including the Revised Deposit Annual Cap (as defined and described in the Circular)) and any other ancillary documents and the implementation thereof, and to authorise any one Director 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 may in his absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the COFCO Finance Supplemental Agreement, the Revised Deposit Annual Cap and the transactions contemplated thereunder and all matters incidental to, ancillary or incidental thereto.		

Date _____

Signature (note 5) _____

NOTES:

- All the resolutions set out in the AGM Notice will be put to vote by way of a poll.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX UNDER "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX UNDER "AGAINST"**. Failure to complete the boxes will entitle your proxy to exercise his/her discretion to vote for or against, or abstain from voting on, the resolutions set out in the AGM Notice. Your proxy will also be entitled to exercise his/her discretion to vote for or against, or abstain from voting on, any resolution properly put to the AGM other than those referred to in the AGM Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, any one of such joint holders may vote at the AGM, but if more than one of the joint holders tender a vote at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members (as defined below) in respect of the joint holding will alone be entitled to vote in respect thereof.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible but in any event not less than 48 hours (excluding any public holiday in Hong Kong) before the time appointed for holding the AGM or its adjournment.
- A member of the Company (the "Member") entitled to attend and vote at the AGM is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, to vote instead of him. A proxy need not be a Member.
- Completion and deposit of the form of proxy will not preclude a Member from attending and voting at the AGM convened or its adjournment – and in such event, the authority of the proxy shall be deemed to be revoked.
- Any alterations made in this form of proxy must be initialed by the person who signs it.
- For a full text of the proposed resolution, please refer to the AGM Notice as contained in the Circular.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy.
- Your Personal Data will not be transferred to other third parties (other than the share registrar of the Company) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong.