

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 29 June 2023

All the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2023 AGM.

The board of directors of Fountain Set (Holdings) Limited (the “**Company**”, the “**Directors**” and the “**Board**”, respectively) 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 6 June 2023 (the “**AGM Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the AGM held on 29 June 2023 (the “**2023 AGM**”).

As at the date of the 2023 AGM, there were a total of 1,225,026,960 issued ordinary shares in the Company (the “**Shares**”) entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2023 AGM.

COFCO Corporation (中糧集團有限公司), (being the holding company of each of Chinatex Corporation Limited (中國中紡集團有限公司) and COFCO Finance Company Limited (中糧財務有限責任公司)) and its associates are interested in 478,352,000 Shares, representing approximately 39.05% of the issued Shares, and are required to abstain from voting on the relevant resolutions approving the Supplemental Agreements and the transactions contemplated thereunder at the 2023 AGM.

Save as disclosed above, to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the relevant resolutions approving the Supplemental Agreements and the transactions contemplated thereunder at the 2023 AGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of the Proposed Resolutions at the 2023 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 was required under the Listing Rules to abstain from voting on the Proposed Resolutions at the 2023 AGM.

Boardroom Share Registrars (HK) Limited, the Company’s share registrar, was appointed and acted as the scrutineer for the vote-taking at the 2023 AGM.

Set out below are the poll results in respect of all the Proposed Resolutions put to the vote of the 2023 AGM:

Ordinary Resolutions		Number of Votes (Approximate %) <i>(Note 1)</i>	
		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 2022.	533,734,935 (99.9430)	304,557 (0.0570)
2.	(A) To re-elect Mr. LI Gang as an executive Director.	533,701,736 (99.9368)	337,756 (0.0632)
	(B) To re-elect Mr. NG Kwok Tung as an independent non-executive Director.	531,897,457 (99.5989)	2,142,035 (0.4011)
	(C) To re-elect Mr. YING Wei as an independent non-executive Director.	533,701,736 (99.9368)	337,756 (0.0632)
	(D) To re-elect Mr. William LAM as an independent non-executive Director.	533,701,736 (99.9368)	337,756 (0.0632)
3.	To authorise the Board to fix the Directors' remuneration.	534,039,492 (100.0000)	0 (0.0000)
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.	534,039,492 (100.0000)	0 (0.0000)
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 <i>(Note 2)</i> .	534,039,492 (100.0000)	0 (0.0000)
	(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 <i>(Note 2)</i> .	519,139,172 (97.2099)	14,900,320 (2.7901)
	(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 <i>(Note 2)</i> .	519,159,172 (97.2136)	14,880,320 (2.7864)
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 <i>(Note 2)</i> .	125,003,492 (100.0000)	0 (0.0000)

Ordinary Resolutions		Number of Votes (Approximate %) <i>(Note 1)</i>	
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 <i>(Note 2)</i> .	110,123,172 (88.0961)	14,880,320 (11.9039)
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 2023 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).

The Company would like to report that Mr. LIU Xianfu, Dr. YEN Gordon, Mr. YAU Hang Tat Andrew, Dr. LI Gang, Mr. NG Kwok Tung, Mr. William LAM and Mr. WONG Kwong Chi attended the AGM in person; and Mr. ZHAO Yao, Mr. ZHANG Zheng, Mr. TAO Yongming and Mr. YING Wei attended the AGM by video conference.

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

Hong Kong, 29 June 2023

As at the date of this announcement, the Board comprises 5 executive Directors, namely Mr. LIU Xianfu (Chairman and Chief Executive Officer), Mr. YAU Hang Tat Andrew, Dr. LI Gang, Mr. ZHAO Yao and Mr. ZHANG Zheng; 2 non-executive Directors, namely Dr. YEN Gordon (Non-executive Vice Chairman) and Mr. TAO Yongming; and 4 independent non-executive Directors, namely Mr. NG Kwok Tung, Mr. YING Wei, Mr. William LAM and Mr. WONG Kwong Chi.