



福田實業(集團)有限公司

Fountain Set (Holdings) Limited

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 420)**

## **PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

The following procedure is made according to the applicable legislation and regulation and the constitution documents of the Company, in particular the Memorandum and New Articles of Association of the Company, Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and the Rules Governing the Listing of Securities (the “Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

### **Article 106 of the New Articles of Association**

Article 106 of the New Articles of Association of the Company provides that no person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for election as a Director at any general meeting unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed for his willingness to be elected shall have been lodged at the registered office of the Company at Block A, 6/F., Eastern Sea Industrial Building, 29-39 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong, provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that the period for lodgment of such notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date appointed for such general meeting.

### **Notice Period**

In order to ensure shareholders of the Company (“Shareholders”) have sufficient time to receive and consider the information of the nominated candidate, Shareholders are requested to submit the notice as early as practicable, preferably twenty (20) days prior to the date of such general meeting. If the notice is received less than fifteen (15) days prior to the date of such general meeting, the Company will need to consider the adjournment of such general meeting in order to allow Shareholders fourteen (14) days’ notice (the notice period must include ten (10) business days) of the proposal.

## **Procedures**

If a Shareholder wishes to nominate a person to stand for election as a Director of the Company at a general meeting, the following documents must be validly served on the Company Secretary at the registered office of the Company at Block A, 6/F., Eastern Sea Industrial Building, 29-39 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong:

- (a) his/her notice of intention to propose a resolution at a general meeting;
- (b) his/her number of shares held in the Company;
- (c) a notice signed by the nominated candidate of the candidate's willingness;
- (d) candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules on the Stock Exchange and such other information, as set out in the below heading "Required Information of the Candidate(s) Nominated by Shareholders"; and
- (e) the candidate's written consent to the publication of his/her personal data.

## **Required Information of the Candidate(s) Nominated by Shareholders**

In order to enable Shareholders to make an informed decision on their election of Directors, the above described notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate(s):

- (a) full name and age;
- (b) positions held with the Company and/or other members of the Company's group of companies (if any);
- (c) experience including (i) other directorships held in the past 3 years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- (e) length or proposed length of service with the Company;

- (f) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (g) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company in Textile and Apparel industry, or an appropriate negative statement
- (h) interests in Shares within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
- (i) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- (j) contact details.