福田實業(集團)有限公司

Fountain Set (Holdings) Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 420)

Number of shares to which this form of proxy relates *(Note 1)*	

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 23 MARCH 2017, AT 9:30 A.M.

I/We *(Note 2)* ____

of ____

being the registered holder(s) of shares in the issued share capital of Fountain Set (Holdings) Limited (the "**Company**") hereby appoint the Chairman of the meeting *(Note 3)* ____

or ____

of ____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the "**EGM**") of the Company for the year 2017 to be held at Block A, 6th Floor, Eastern Sea Industrial Building, 29-39 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong on 23 March 2017 at 9:30 a.m. (and at any adjournment thereof).

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll *(Note 4)*.

	ORDINARY RESOLUTION	FOR	AGAINST
1.	To confirm, ratify and approve the continuing connected transactions conducted during the year ended 31 December 2016 under the master sales agreement ("**2018 AH Master Sales Agreement**") (a copy of which has been produced to the meeting marked "A" and signed by the chairman of the meeting for the purpose of identification) dated 18 November 2015 and entered into between the Company and Mr. Anil Kumar Lalchand Hirdaramani ("**Mr. Hirdaramani**") in relation to the sale of fabrics, yarns, fibers and garment parts by the Company and its subsidiaries to companies which Mr. Hirdaramani and his associates and relatives individually or together exercise or control the exercise of more than 50% of the voting power at general meetings or control the composition of majority of the board of directors, of which the aggregate value amount to approximately HK$160,260,000, which had exceeded the annual cap of HK$150,000,000 in respect of such transactions for the year ended 31 December 2016 previously estimated by the board of directors of the Company and approved in the extraordinary general meeting of the Company on 29 December 2015.		
2.	To confirm and approve the revised annual caps of HK$300,000,000 and HK$350,000,000, being the maximum aggregate annual value in respect of the continuing connected transactions under the 2018 AH Master Sales Agreement for each of the two years ended 31 December 2018, respectively.		
3.	To confirm and approve the revised annual caps of HK$300,000,000 and HK$350,000,000, being the maximum aggregate annual value in respect of the continuing connected transactions under the master sales agreement (a copy of which has been produced to the meeting marked "B" and signed by the chairman of the meeting for the purpose of identification) dated 18 November 2015 and entered into between the Company and Mr. Feroz Omar ("**Mr. Omar**") in relation to the sale of fabrics, yarns, fibers and garment parts by the Company and its subsidiaries to the companies which Mr. Omar and his associates and relatives individually or together exercise or control the exercise of more than 50% of the voting power at general meetings or control the composition of majority of the board of directors, for each of the two years ended 31 December 2018, respectively.		

Date:______________________2017 Signature(s) *(Note 5)*: ______________________

Notes:

1. 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 of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS.**
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a shareholder of the Company.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("X") THE BOX MARKED "AGAINST"**. If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
7. 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 thereof, must be deposited at the Company's share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the EGM or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish and in such event, the form of proxy shall be deemed to be revoked.