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## **FSE ENGINEERING HOLDINGS LIMITED**

**豐盛機電控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 331)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of **FSE ENGINEERING HOLDINGS LIMITED** (the “**Company**”) will be held at Meeting Rooms N211–N212 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Thursday, 25 May 2017 at 10:45 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions each to be proposed as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT** (a) the NWD Master Services Agreement dated 10 April 2017 entered into between NWD and the Company (a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for identification purpose) and the Services Transactions contemplated thereunder as more particularly set out in the “Letter from the Board” in the circular of the Company dated 9 May 2017 (the “**Circular**”); (b) the proposed annual caps in respect of the Service Transactions contemplated under the NWD Master Services Agreement for each of the three financial years ending 30 June 2020 as more particularly set out in the “Letter from the Board” in the Circular be and are hereby approved, ratified and/or confirmed; and (c) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to take all steps necessary on behalf of the Company whatever he or they may, in his/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or giving effect to the above matter (terms defined in the Circular have the same meanings when used in this resolution)”.

2. **“THAT** (a) the NWS Master Services Agreement dated 10 April 2017 entered into between NWS and the Company (a copy of which has been produced to the meeting marked “B” and initialled by the chairman of the meeting for identification purpose) and the Services Transactions contemplated thereunder as more particularly set out in the “Letter from the Board” in the Circular; (b) the proposed annual caps in respect of the Service Transactions contemplated under the NWS Master Services Agreement for each of the three financial years ending 30 June 2020 as more particularly set out in the “Letter from the Board” in the Circular be and are hereby approved, ratified and/or confirmed; and (c) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to take all steps necessary on behalf of the Company whatever he or they may, in his/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or giving effect to the above matter (terms defined in the Circular have the same meanings when used in this resolution)”.
3. **“THAT** (a) the NWDS Master Services Agreement dated 10 April 2017 entered into between NWDS and the Company (a copy of which has been produced to the meeting marked “C” and initialled by the chairman of the meeting for identification purpose) and the Services Transactions contemplated thereunder as more particularly set out in the “Letter from the Board” in the Circular; (b) the proposed annual caps in respect of the Service Transactions contemplated under the NWDS Master Services Agreement for each of the three financial years ending 30 June 2020 as more particularly set out in the “Letter from the Board” in the Circular be and are hereby approved, ratified and/or confirmed; and (c) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to take all steps necessary on behalf of the Company whatever he or they may, in his/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or giving effect to the above matter (terms defined in the Circular have the same meanings when used in this resolution)”.
4. **“THAT** (a) the CTFJ Master Services Agreement dated 10 April 2017 entered into between CTFJ and the Company (a copy of which has been produced to the meeting marked “D” and initialled by the chairman of the meeting for identification purpose) and the Services Transactions contemplated thereunder as more particularly set out in the “Letter from the Board” in the Circular; (b) the proposed annual caps in respect of the Service Transactions contemplated under the CTFJ Master Services Agreement for each of the three financial years ending 30 June 2020 as more particularly set out in the “Letter from the Board” in the Circular be and are hereby approved, ratified and/or confirmed; and (c) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to take all steps necessary on behalf of the Company whatever he or they may, in his/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or giving effect to the above matter (terms defined in the Circular have the same meanings when used in this resolution)”.

5. “**THAT** (a) the Doo’s Associates Group Master Services Agreement dated 10 April 2017 entered into between FSE Management and the Company (a copy of which has been produced to the meeting marked “E” and initialled by the chairman of the meeting for identification purpose) and the Services Transactions contemplated thereunder as more particularly set out in the “Letter from the Board” in the Circular; (b) the proposed annual caps in respect of the Service Transactions contemplated under the Doo’s Associates Group Master Services Agreement for each of the three financial years ending 30 June 2020 as more particularly set out in the “Letter from the Board” in the Circular be and are hereby approved, ratified and/or confirmed; and (c) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to take all steps necessary on behalf of the Company whatever he or they may, in his/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or giving effect to the above matter (terms defined in the Circular have the same meanings when used in this resolution)”.

By order of the Board  
**FSE Engineering Holdings Limited**  
**Lee Kwok Bong**  
*Executive Director & Joint Company Secretary*

Hong Kong, 9 May 2017

*Registered office:*  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place  
of business in Hong Kong:*  
Units 801–810, 8th Floor  
Chevalier Commercial Centre  
8 Wang Hoi Road  
Kowloon Bay, Kowloon  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares (the “**Shares**”) of HK\$0.10 each in the Company may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy needs not be a member of the Company.
2. In the case of joint registered holders of any Share, any one of such joint holders may vote at the Meeting (or any adjournment thereof), either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting (or any adjournment thereof) personally or by proxy, that one of the said joint holders so present whose name stands first on the Company’s register of members in respect of such Share shall alone be entitled to vote in respect thereof.
3. A form of proxy for use at the Meeting is enclosed. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

4. To be valid, the instrument appointing a proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof).
5. In order to determine entitlement of a member of the Company to attend and vote at the Meeting (or any adjournment thereof), the Company's register of members will be closed from Monday, 22 May 2017 to Thursday, 25 May 2017 (both days inclusive) during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Friday, 19 May 2017.
6. Voting on the above resolution will be taken by poll.

*As at the date of this notice, the board of directors of the Company comprises Dr. Cheng Kar Shun, Henry (Chairman) and Mr. Wong Kwok Kin, Andrew as non-executive directors, Mr. Lam Wai Hon, Patrick (Vice-Chairman), Mr. Poon Lock Kee, Rocky (Chief Executive Officer), Mr. Doo William Junior Guilherme, Mr. Lee Kwok Bong and Mr. Soon Kweong Wah as executive directors, Mr. Kwong Che Keung, Gordon, Mr. Hui Chiu Chung, Stephen, Mr. Lee Kwan Hung and Dr. Tong Yuk Lun, Paul as independent non-executive directors.*