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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)

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 25 MAY 2017**

Summary

The Board is pleased to announce that, at the EGM held on 25 May 2017, the proposed resolutions for the purpose of approving the New Master Services Agreements, the Services Transactions contemplated thereunder and their Annual Caps were duly passed by the Independent Shareholders by way of poll.

The Board of FSE Engineering Holdings Limited (the “**Company**”) is pleased to announce that the proposed resolutions for the purpose of approving the New Master Services Agreements, the Services Transactions contemplated thereunder and their Annual Caps as set out in the notice of the extraordinary general meeting (the “**EGM**”) dated 9 May 2017 (which was incorporated in the circular of the Company of the same date (the “**Circular**”)) were duly passed by the Independent Shareholders by way of poll at the EGM held on 25 May 2017.

Unless the context requires otherwise, capitalised terms used in this announcement have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The poll results in respect of the resolutions proposed at the EGM are as follows:

ORDINARY RESOLUTIONS <i>(Note 1)</i>		No. of votes <i>(Note 2)</i>	
		For	Against
1.	To consider and approve the NWD Master Services Agreement, the Services Transactions contemplated thereunder and their proposed Annual Caps for the three financial years ending 30 June 2020.	37,946,839 (100.000%)	0 (0.000%)

ORDINARY RESOLUTIONS (Note 1)		No. of votes (Note 2)	
		For	Against
2.	To consider and approve the NWS Master Services Agreement, the Services Transactions contemplated thereunder and their proposed Annual Caps for the three financial years ending 30 June 2020.	37,946,839 (100.000%)	0 (0.000%)
3.	To consider and approve the NWDS Master Services Agreement, the Services Transactions contemplated thereunder and their proposed Annual Caps for the three financial years ending 30 June 2020.	37,946,839 (100.000%)	0 (0.000%)
4.	To consider and approve the CTFJ Master Services Agreement, the Services Transactions contemplated thereunder and their proposed Annual Caps for the three financial years ending 30 June 2020.	37,946,839 (100.000%)	0 (0.000%)
5.	To consider and approve the Doo's Associates Group Master Services Agreement, the Services Transactions contemplated thereunder and their proposed Annual Caps for the three financial years ending 30 June 2020.	37,946,839 (100.000%)	0 (0.000%)

Notes:

1. The full text of the resolutions was set out in the notice of the EGM.
2. The number of votes and percentage of voting Shares are based on the total number of Shares held by the Independent Shareholders who voted at the EGM in person or by proxy.

As at the date of the EGM:

- (1) there were a total of 450,000,000 Shares in issue;
- (2) none of the Shares entitled the Shareholders to attend and vote only against the proposed resolutions at the EGM;
- (3) except for FSE Holdings, a controlling shareholder of the Company holding 337,500,000 Shares, representing 75% of the issued Shares carrying the right to vote at general meetings of the Company, who was required to and did abstain from voting at the EGM, none of the other Shareholders was required to abstain from voting on the resolutions proposed at the EGM under the Listing Rules. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for and against the proposed resolutions at the EGM was 112,500,000 Shares; and

- (4) no Shareholder(s) had stated his/ her/ its/ their intention in the Circular to vote against the proposed resolutions or to abstain from voting at the EGM.

As more than 50% of the votes were cast in favour of each of the resolutions proposed at the EGM, each of the resolutions was duly passed by the Independent Shareholders as an ordinary resolution.

Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

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

Hong Kong, 25 May 2017

As at the date of this announcement, the Board 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.