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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 17/F, Chevalier Commercial Centre, 8 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, 10 April 2018 at 11:30 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

(1) “**THAT**

subject to and conditional upon the passing of each of the ordinary resolutions in this notice approving the 2018 Master Facility Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same:

- (a) the Proposed Acquisition (as defined in the circular (the “**Circular**”) of the Company dated 20 March 2018) by FSE Facility Services Group Limited (a wholly-owned subsidiary of the Company) as buyer from FSE Management Company Limited as seller on terms and conditions of the conditional agreement for sale and purchase dated 27 February 2018 (the “**Sale and Purchase Agreement**“, a copy of which has been produced to the Meeting and marked “A” and initialled by the chairman of the Meeting for identification purposes) and the performance of the transactions contemplated under the Sale and Purchase Agreement, be and they are hereby approved;
- (b) the directors (the “**Directors**”) of the Company be and they are hereby authorised, for and on behalf of the Company, to do such acts and things, to take such steps and to sign or otherwise execute such agreements, documents, deeds or instruments as are in their opinion necessary, desirable or expedient to implement and to give effect to the Proposed Acquisition and all matters incidental thereto or in connection therewith; and
- (c) the Directors be and they are hereby authorised to agree to such variation, amendment, modification and/or waiver of any matters relating to or in connection with the Proposed Acquisition as are, in their opinion in the interests of the

Company and its shareholders as a whole in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and other applicable law, rules and regulations.”

(2) “**THAT**

subject to and conditional upon (i) the passing of each of the ordinary resolutions in this notice approving the other 2018 Master Facility Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same; and (ii) completion of the Proposed Acquisition in accordance with the terms of the Sale and Purchase Agreement:

- (a) the 2018 FSE Master Facility Services Agreement to be entered into between the Seller 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 be and are hereby approved;
- (b) the proposed annual caps in respect of the Service Transactions contemplated under the 2018 FSE Master Facility Services Agreement for each of the period commencing from the Completion Date and ending on 30 June 2020 as more particularly set out in the “Letter from the Board” in the Circular be and are hereby approved; 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.”

(3) “**THAT**

subject to and conditional upon (i) the passing of each of the ordinary resolutions in this notice approving the other 2018 Master Facility Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same; and (ii) completion of the Proposed Acquisition in accordance with the terms of the Sale and Purchase Agreement:

- (a) the 2018 NWD Master Facility Services Agreement to be entered into between NWD 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 be and are hereby approved;
- (b) the proposed annual caps in respect of the Service Transactions contemplated under the 2018 NWD Master Facility Services Agreement for each of the period commencing from the Completion Date and ending on 30 June 2020 as more particularly set out in the “Letter from the Board” in the Circular be and are hereby approved; 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.”

(4) **“THAT**

subject to and conditional upon (i) the passing of each of the ordinary resolutions in this notice approving the other 2018 Master Facility Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same, and (ii) completion of the Proposed Acquisition in accordance with the terms of the Sale and Purchase Agreement:

- (a) the 2018 NWS Master Facility Services Agreement to be entered into between NWS 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 be and are hereby approved;
- (b) the proposed annual caps in respect of the Service Transactions contemplated under the 2018 NWS Master Facility Services Agreement for each of the period commencing from the Completion Date and ending on 30 June 2020 as more particularly set out in the “Letter from the Board” in the Circular be and are hereby approved; 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.”

(5) **“THAT**

subject to and conditional upon (i) the passing of each of the ordinary resolutions in this notice approving the other 2018 Master Facility Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same, and (ii) completion of the Proposed Acquisition in accordance with the terms of the Sale and Purchase Agreement:

- (a) the 2018 NWDS Master Facility Services Agreement to be entered into between NWDS 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 be and are hereby approved;

- (b) the proposed annual caps in respect of the Service Transactions contemplated under the 2018 NWDS Master Facility Services Agreement for each of the period commencing from the Completion Date and ending on 30 June 2020 as more particularly set out in the “Letter from the Board” in the Circular be and are hereby approved; 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.”

(6) **“THAT**

subject to and conditional upon (i) the passing of each of the ordinary resolutions in this notice approving the other 2018 Master Facility Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same, and (ii) completion of the Proposed Acquisition in accordance with the terms of the Sale and Purchase Agreement:

- (a) the 2018 CTFE Master Facility Services Agreement to be entered into between CTFE and the Company (a copy of which has been produced to the meeting marked “F” 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 be and are hereby approved;
- (b) the proposed annual caps in respect of the Service Transactions contemplated under the 2018 CTFE Master Facility Services Agreement for each of the period commencing from the Completion Date and ending on 30 June 2020 as more particularly set out in the “Letter from the Board” in the Circular be and are hereby approved; 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.”

(7) **“THAT**

subject to and conditional upon (i) the passing of each of the ordinary resolutions in this notice approving the other 2018 Master Facility Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same, and (ii) completion of the Proposed Acquisition in accordance with the terms of the Sale and Purchase Agreement:

- (a) the 2018 CTFJ Master Facility Services Agreement to be entered into between CTFJ and the Company (a copy of which has been produced to the meeting marked “G” 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 be and are hereby approved;
- (b) the proposed annual caps in respect of the Service Transactions contemplated under the 2018 CTFJ Master Facility Services Agreement for each of the period commencing from the Completion Date and ending on 30 June 2020 as more particularly set out in the “Letter from the Board” in the Circular be and are hereby approved; 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.”

SPECIAL RESOLUTION

“THAT subject to and conditional upon (1) the passing of each of the ordinary resolutions numbered (1) to (7) in this notice; (2) completion of the Proposed Acquisition in accordance with the terms of the Sale and Purchase Agreement; and (3) the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “FSE Engineering Holdings Limited” to “FSE Services Group Limited” and to adopt the Chinese name “豐盛服務集團有限公司” as the dual foreign name of the Company in place of the existing Chinese name “豐盛機電控股有限公司” with effect from the date of entry of the new English name and dual foreign name on the register maintained by the Registrar of Companies in the Cayman Islands, and that any one director of the Company be and is hereby authorised to do all things and acts and sign all documents as they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the aforesaid change of Company name.”

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

Hong Kong, 20 March 2018

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 Wednesday, 4 April 2018 to Tuesday, 10 April 2018 (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 Tuesday, 3 April 2018.
6. Voting on the above resolution will be taken by poll.

As at the date of this notice, the board of Directors 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, Mr. Soon Kweong Wah and Mr. Wong Shu Hung 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.