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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)

**(1) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 10 APRIL 2018; AND
(2) DATE OF COMPLETION OF THE PROPOSED ACQUISITION**

SUMMARY

The Board is pleased to announce that, at the EGM held on 10 April 2018, the proposed ordinary resolutions for the purpose of approving the Proposed Acquisition, the 2018 Master Facility Services Agreements, the Services Transactions contemplated thereunder and their Annual Caps were duly passed by the Independent Shareholders by way of poll; and the proposed special resolution to approve the Change of Company Name was duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) of FSE Engineering Holdings Limited (the “**Company**”) and the notice of the extraordinary general meeting (the “**EGM**”) of the Company both dated 20 March 2018.

The Board is pleased to announce that, at the EGM held on 10 April 2018, (i) the proposed ordinary resolutions approving the Proposed Acquisition, the 2018 Master Facility Services Agreements, the Services Transactions contemplated thereunder and their Annual Caps as set out in the notice of the EGM (the “**Ordinary Resolutions**”) were duly passed by the Independent Shareholders by way of poll; and (ii) the proposed special resolution approving the Change of Company Name as set out in the notice of the EGM (the “**Special Resolution**”) was duly passed by the Shareholders by way of poll.

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.	Subject to and conditional upon the passing of each of the Ordinary Resolutions approving the 2018 Master Facility Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same, to consider and approve the Proposed Acquisition on terms and conditions of the Sale and Purchase Agreement and the performance of the transactions contemplated thereunder and related matters.	36,102,641 (100%)	0 (0%)
2.	Subject to and conditional upon (i) the passing of each of the Ordinary Resolutions 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, to consider and approve the 2018 FSE Master Facility Services Agreement, the Services Transactions contemplated thereunder and their proposed Annual Caps for the period commencing from the Completion Date and ending on 30 June 2020.	36,102,641 (100%)	0 (0%)
3.	Subject to and conditional upon (i) the passing of each of the Ordinary Resolutions 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, to consider and approve the 2018 NWD Master Facility Services Agreement, the Services Transactions contemplated thereunder and their proposed Annual Caps for the period commencing from the Completion Date and ending on 30 June 2020.	36,102,641 (100%)	0 (0%)

ORDINARY RESOLUTIONS (Note 1)		No. of votes (Note 2)	
		For	Against
4.	Subject to and conditional upon (i) the passing of each of the Ordinary Resolutions 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, to consider and approve the 2018 NWS Master Facility Services Agreement, the Services Transactions contemplated thereunder and their proposed Annual Caps for the period commencing from the Completion Date and ending on 30 June 2020.	36,102,641 (100%)	0 (0%)
5.	Subject to and conditional upon (i) the passing of each of the Ordinary Resolutions 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, to consider and approve the 2018 NWDS Master Facility Services Agreement, the Services Transactions contemplated thereunder and their proposed Annual Caps for the period commencing from the Completion Date and ending on 30 June 2020.	36,102,641 (100%)	0 (0%)
6.	Subject to and conditional upon (i) the passing of each of the Ordinary Resolutions 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, to consider and approve the 2018 CTFE Master Facility Services Agreement, the Services Transactions contemplated thereunder and their proposed Annual Caps for the period commencing from the Completion Date and ending on 30 June 2020.	36,102,641 (100%)	0 (0%)

ORDINARY RESOLUTIONS (Note 1)		No. of votes (Note 2)	
		For	Against
7.	Subject to and conditional upon (i) the passing of each of the Ordinary Resolutions 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, to consider and approve the 2018 CTFJ Master Facility Services Agreement, the Services Transactions contemplated thereunder and their proposed Annual Caps for the period commencing from the Completion Date and ending on 30 June 2020.	36,102,641 (100%)	0 (0%)
SPECIAL RESOLUTION (Note 1)		No. of votes (Note 2)	
8.	Subject to and conditional upon (1) the passing of each of the Ordinary Resolutions; (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.	373,602,641 (100%)	0 (0%)

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 (in respect of each of the Ordinary Resolutions) or the Shareholders (in respect of the Special Resolution) 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 in respect of each of the Ordinary Resolutions, 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 each of the Ordinary Resolutions at the EGM was 112,500,000 Shares, and the total number of Shares entitling the Shareholders to attend and vote for and against the Special Resolution at the EGM was 450,000,000 Shares; and
- (4) save as aforesaid, 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 Ordinary Resolutions, each of such resolutions was duly passed by the Independent Shareholders as an ordinary resolution.

As not less than 75% of the votes were cast in favour of the Special Resolution, such resolution was duly passed by the Shareholders as a special 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.

DATE OF COMPLETION OF THE PROPOSED ACQUISITION

The Board would also like to announce that:

1. subject to all the Conditions to the completion of the Proposed Acquisition having been fulfilled, the Buyer and the Seller have agreed that the proposed Completion Date of the Proposed Acquisition be on 11 April 2018; and
2. the Company proposes to enter into each of the 2018 Master Facility Services Agreements upon Completion on 11 April 2018.

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

Hong Kong, 10 April 2018

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, 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.