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FSE SERVICES GROUP LIMITED

豐盛服務集團有限公司

(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 SERVICES GROUP LIMITED** (the “**Company**”) will be held at 17/F, Chevalier Commercial Centre, 8 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 6 December 2019 at 11:30 a.m. (or as soon thereafter as the annual general meeting convened to be held at 11:00 a.m. on the same day shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions:

1. “**THAT** subject to and conditional upon the passing of ordinary resolution 2 in this notice:
 - (a) the sale and purchase agreement dated 18 October 2019 (the “**Sale and Purchase Agreement**”), as amended and supplemented by the supplemental deed dated 14 November 2019 (the “**Supplemental Deed**”), entered into between the Company as buyer, FSE Property Management Group Limited (a wholly-owned subsidiary of the Company) as buyer nominee (the “**Buyer Co**”) and FSE Management Company Limited as seller (the “**Seller**”) (a copy of which is tabled at this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification), pursuant to which the Company, Buyer Co and the Seller agreed that, subject to the satisfaction of the conditions precedent therein, the Seller will sell and the Company will purchase (or procure the Buyer Co to purchase) the entire issued share capital of Legend Success Investments Limited (the “**Proposed Acquisition**”) and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
 - (b) subject to and conditional upon completion of the Proposed Acquisition in accordance with the terms of the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Deed), the creation and issue by the Company of 43,676,379 Convertible Securities credited as fully paid (the “**Consideration Issue**”) be and is hereby generally and unconditionally approved in all respects;”

“**Convertible Securities**” mean convertible preference shares of a par value of HK\$0.10 each to be created as a new class of shares in the capital of the Company in accordance with ordinary resolution 2 in this notice; and

- (c) the directors of the Company (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.”
2. “**THAT** subject to and conditional upon the passing of ordinary resolution 1 in this notice:
- (a) the authorised share capital of the Company be and is hereby re-designated from HK\$100,000,000 divided into 1,000,000,000 shares of a nominal or par value of HK\$0.10 each, into HK\$100,000,000 divided into 900,000,000 ordinary shares of par value of HK\$0.10 each, and 100,000,000 convertible preference shares of par value of HK\$0.10 each with the rights, privileges and restrictions of the Convertible Securities set out in the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Deed);
- (b) the creation and issue of the Convertible Securities as set out in the circular of the Company dated 15 November 2019, on and subject to the terms of the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Deed), be and it is hereby approved;
- (c) any one Director be and is hereby authorised to allot and issue such number of new ordinary shares in the capital of the Company as may be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Securities; and
- (d) 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.”

By order of the Board
FSE Services Group Limited
Chan Ju Wai
Company Secretary

Hong Kong, 15 November 2019

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 54, 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. The record date for determining the entitlement of the holders of Shares to attend and vote at the Meeting will be 6 December 2019. The Company’s branch register of members will be closed from 3 December 2019 to 6 December 2019 (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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration no later than 4:30 p.m. on 2 December 2019.
6. Voting on the above resolutions 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, Mr. Soon Kweong Wah and Mr. Wong Shu Hung (Dr. Cheng Chun Fai as his alternate) as executive directors, Mr. Kwong Che Keung, Gordon, Mr. Hui Chiu Chung, Stephen, Mr. Lee Kwan Hung, Eddie and Dr. Tong Yuk Lun, Paul as independent non-executive directors.