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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 9 APRIL 2021

SUMMARY

The Board is pleased to announce that, at the EGM held on 9 April 2021, (i) the proposed ordinary resolutions for the purpose of approving the Proposed Transactions, the 2021 Master Facility and Related Services Agreements, the Services Transactions contemplated thereunder and their Annual Caps were duly passed by the Independent Shareholders by way of poll; (ii) the proposed ordinary resolution to approve the re-election of the retiring director was duly passed by the Shareholders by way of poll; and (iii) the proposed special resolution to approve the Proposed Change of Company Name was duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) of FSE Services Group Limited (the “**Company**”) and the notice of the extraordinary general meeting (the “**EGM**”) of the Company both dated 19 March 2021.

The Board is pleased to announce that, at the EGM held on 9 April 2021, (i) the proposed ordinary resolutions for the purpose of approving the Proposed Transactions, the 2021 Master Facility and Related Services Agreements, the Services Transactions contemplated thereunder and their Annual Caps as set out in the notice of EGM were duly passed by the Independent Shareholders by way of poll; (ii) the proposed ordinary resolution to approve the re-election of the retiring director as set out in the notice of EGM was duly passed by the Shareholders by way of poll; and (iii) the proposed special resolution to approve the Proposed Change of Company Name as set out in the notice of EGM 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 2021 Master Facility and Related Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same, to consider and approve the Proposed Transactions on terms and conditions of the Sale and Purchase Agreement and the performance of the transactions contemplated under the Sale and Purchase Agreement.	14,031,096 99.996%	500 0.004%
2.	Subject to and conditional upon (i) completion of the Proposed Transactions in accordance with the terms of the Sale and Purchase Agreement; and (ii) passing of each of the ordinary resolutions approving the other 2021 Master Facility and Related Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same, to consider and approve the 2021 FSE Master Facility and Related 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 2023.	14,031,096 99.996%	500 0.004%
3.	Subject to and conditional upon (i) completion of the Proposed Transactions in accordance with the terms of the Sale and Purchase Agreement; and (ii) passing of each of the ordinary resolutions approving the other 2021 Master Facility and Related Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same, to consider and approve the 2021 NWD Master Facility and Related 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 2023.	14,031,096 99.996%	500 0.004%

ORDINARY RESOLUTIONS (Note 1)		No. of votes (Note 2)	
		For	Against
4.	Subject to and conditional upon (i) completion of the Proposed Transactions in accordance with the terms of the Sale and Purchase Agreement; and (ii) passing of each of the ordinary resolutions approving the other 2021 Master Facility and Related Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same, to consider and approve the 2021 NWS Master Facility and Related 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 2023.	14,031,096 99.996%	500 0.004%
5.	Subject to and conditional upon (i) completion of the Proposed Transactions in accordance with the terms of the Sale and Purchase Agreement; and (ii) passing of each of the ordinary resolutions approving the other 2021 Master Facility and Related Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same, to consider and approve the 2021 CTFE Master Facility and Related 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 2023.	14,031,096 99.996%	500 0.004%
6.	Subject to and conditional upon (i) completion of the Proposed Transactions in accordance with the terms of the Sale and Purchase Agreement; and (ii) passing of each of the ordinary resolutions approving the other 2021 Master Facility and Related Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same, to consider and approve the 2021 CTFJ Master Facility and Related 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 2023.	14,031,096 99.996%	500 0.004%
7.	To consider and approve the re-election of Dr. Cheng Chun Fai as an executive Director.	350,930,382 99.829%	601,214 0.171%

SPECIAL RESOLUTION (Note 1)		No. of votes (Note 2)	
		For	Against
8.	Subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, to consider and approve that (a) the English name of the Company be changed from “FSE Services Group Limited” to “FSE Lifestyle Services Limited”; and (b) the Chinese name “豐盛生活服務有限公司” be adopted as the dual foreign name of the Company in place of the existing Chinese name “豐盛服務集團有限公司” 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.	351,531,096 99.999%	500 0.001%

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 Ordinary Shares are based on the total number of Ordinary Shares held by the Independent Shareholders (in respect of the above resolutions numbered 1 to 6) or the Shareholders (in respect of the above resolutions numbered 7 and 8) 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 Ordinary Shares in issue;
- (2) none of the Ordinary 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 Ordinary Shares, representing 75% of the issued Ordinary Shares carrying the right to vote at general meetings of the Company, who was required to and did abstain from voting at the EGM on the above resolutions numbered 1 to 6, 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 Ordinary Shares entitling the Independent Shareholders to attend and vote for and against the above resolutions numbered 1 to 6 at the EGM was 112,500,000 Shares, and the total number of Ordinary Shares entitling the Shareholders to attend and vote for and against the above resolutions numbered 7 and 8 at the EGM was 450,000,000 Ordinary Shares; and
- (4) save as aforesaid, no other 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 the above ordinary resolutions numbered 1 to 6, each of the aforesaid ordinary resolutions were duly passed by the Independent Shareholders as ordinary resolutions.

As more than 50% of the votes were cast in favour of the above ordinary resolution numbered 7, such resolution was duly passed by the Shareholders as an ordinary resolution.

As not less than 75% of the votes were cast in favour of the above special resolution numbered 8, 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.

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

Hong Kong, 9 April 2021

As at the date of this announcement, the Board comprises Dr. Cheng Kar Shun, Henry (Chairman) as non-executive director, 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, Mr. Wong Shu Hung and Dr. Cheng Chun Fai 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.