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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)**

### **APPOINTMENT OF DIRECTORS AND MEMBERS OF BOARD COMMITTEES**

#### **SUMMARY**

The Board is pleased to announce that, with effect from **1 April 2016**:

1. Mr. Lam Wai Hon, Patrick (林煒瀚) has been appointed as an executive Director and a member of the Remuneration Committee of the Board;
2. Dr. Tong Yuk Lun, Paul (唐玉麟) has been appointed as an independent non-executive Director and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Board; and
3. Mr. Doo William Junior Guilherme (杜家駒), one of our executive Directors, has been appointed as a member of the Nomination Committee of the Board.

The board (the “**Board**”) of directors (the “**Directors**”) of FSE Engineering Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that, with effect from **1 April 2016**:

1. Mr. Lam Wai Hon, Patrick (林煒瀚) has been appointed as an executive Director and a member of the Remuneration Committee of the Board;
2. Dr. Tong Yuk Lun, Paul (唐玉麟) has been appointed as an independent non-executive Director and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Board; and
3. Mr. Doo William Junior Guilherme (杜家駒), one of our executive Directors, has been appointed as a member of the Nomination Committee of the Board.

The personal details of the newly appointed Directors are set out as follows:

**Mr. Lam Wai Hon, Patrick (林煒瀚) (“Mr. Lam”)**

Mr. Lam, aged 53, is a Chartered Accountant by training and a fellow of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales, and a member of the Institute of Chartered Accountants of Ontario, Canada. Mr. Lam is currently a director of various subsidiaries of the Company and is responsible for the overall strategic planning, overseeing business development and operational management, and major management decisions of the Group.

Mr. Lam was an executive director of NWS Holdings Limited (stock code: 659), a listed public company in Hong Kong, and has been re-designated as its non-executive director since 1 January 2016. He is also a non-executive director of Road King Infrastructure Limited (stock code: 1098), a listed public company in Hong Kong. His past appointments in listed public companies in Hong Kong also include the appointment as a non-executive director and the vice-chairman of Newton Resources Ltd (stock code: 1231) and the appointment as a non-executive director of Wai Kee Holdings Limited (stock code: 610). Save as disclosed above, Mr. Lam did not hold any directorship in listed public companies in Hong Kong or overseas in the last three years preceding the date of this announcement. Mr. Lam is also the chief executive officer and an executive director of FSE Holdings Limited, the controlling shareholder of the Company.

On 13 March 2008, the Takeovers Executive of the Securities and Futures Commission issued a notice criticizing NWS Financial Management Services Limited (“NWSFM”, an indirect wholly-owned subsidiary of NWS Holdings Limited) and two of its directors, including Mr. Lam, for breaching Rule 31.3 of the Code on Takeovers and Mergers arising from NWSFM’s acquisition of shares in Taifook Securities Group Limited (now known as Haitong International Securities Group Limited) at prices higher than the offer price during the six-month period after the close of the unconditional offer for all the shares in Taifook Securities Group Limited. The breach was caused by an inadvertent miscalculation by the then company secretary of NWSFM, who was entrusted with compliance matters, of the prescribed period under Rule 31.3 of the Code on Takeovers and Mergers. It was the finding of the Takeovers Executive that the breach was not in any sense deliberately made and was inadvertent in nature, and the Board does not consider that the inadvertent breach has any impact on Mr. Lam’s suitability to serve as our executive Director.

Mr. Lam has entered into a service contract with the Company with a term of three years commencing from 1 April 2016 and renewable automatically for successive terms of one year upon expiry of the then current term of his appointment, unless terminated in accordance with the terms of his service contract. Mr. Lam is also subject to retirement by rotation and re-election in accordance with the provisions of the Company’s articles of association. Pursuant to the service contract, Mr. Lam will receive a salary of HK\$125,000 per month and such other emoluments and/or discretionary bonus as may be determined by, and at the discretion of, the Board from time to time. Mr. Lam’s emolument was determined and will be reviewed by the Board annually with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Company’s performance and the prevailing market conditions.

As at the date of this announcement and save as disclosed above, Mr. Lam:

- (i) did not hold any other positions with the Company or other members of the Group;
- (ii) did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company;
- (iii) did not have any interest in shares in the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”)); and
- (iv) had not been involved in any of the matters mentioned under paragraphs (h) to (v) of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

**Dr. Tong Yuk Lun, Paul (唐玉麟) (“Dr. Tong”)**

Dr. Tong, aged 74, holds a Bachelor of Science degree in Engineering and a Master of Science degree in Engineering from the University of Hong Kong, and a Doctor of Philosophy degree from the Victoria University of Manchester. Dr. Tong is a member of the Institute of Civil Engineers, London and the Hong Kong Institution of Engineers, and has solid and extensive experience in the construction industry. Dr. Tong is a director of BTS Group Holdings Public Co. Ltd., a company listed on the Stock Exchange of Thailand.

Dr. Tong has signed an appointment letter with the Company pursuant to which he has agreed to act as an independent non-executive Director for an initial term of one year commencing from 1 April 2016, renewable automatically for successive terms of one year upon expiry of the then current term of his appointment, unless terminated in accordance with the terms of the appointment letter. Dr. Tong is also subject to retirement by rotation and re-election in accordance with the provisions of the Company’s articles of association.

Pursuant to the appointment letter, Dr. Tong will receive a director’s fee of HK\$200,000 per annum and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Dr. Tong’s emolument was determined and will be reviewed by the Board annually with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Company’s performance and the prevailing market conditions.

Dr. Tong has confirmed to the Company that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

As at the date of this announcement and save as disclosed above, Dr. Tong:

- (i) did not hold any other positions with the Company or other members of the Group;
- (ii) had not been a director in any listed public companies in Hong Kong or overseas in the last three years;

- (iii) did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company;
- (iv) did not have any interest in shares in the Company (within the meaning of Part XV of the SFO); and
- (v) had not been involved in any of the matters mentioned under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Save as disclosed in this announcement, there is no other information required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of shareholders of the Company in relation to the above appointments.

The Company would like to extend its welcome to Mr. Lam and Dr. Tong in joining the Board.

By order of the Board  
**FSE Engineering Holdings Limited**  
**Dr. Cheng Kar Shun, Henry**  
*Chairman*

Hong Kong, 29 March 2016

*As at the date of this announcement, the Board comprises Dr. Cheng Kar Shun, Henry (Chairman) as Non-executive Director, Mr. Wong Kwok Kin, Andrew (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 and Mr. Lee Kwan Hung as Independent Non-executive Directors.*