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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 Strategic Room, 2401-02, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 30 November 2016 at 11:00 a.m. or immediately after conclusion of the annual general meeting of the Company to be held on the same day, whichever is later, for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution to be proposed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (1) the Proposed Acquisition (as defined in the circular (the “**Circular**”) of the Company dated 25 October 2016) by Fortunate House Limited, a wholly-owned subsidiary of the Company, as purchaser from Catchy Investments Limited as vendor on terms and conditions of the conditional agreement for sale and purchase dated 5 October 2016 (the “**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 Agreement, be and they are hereby approved;
- (2) 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

- (3) 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 and other applicable law, rules and regulations.”

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

Hong Kong, 25 October 2016

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 Monday, 28 November 2016 to Wednesday, 30 November 2016 (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 Friday, 25 November 2016.
6. Voting on the above resolution 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) as non-executive Director, Mr. Wong Kwok Kin, Andrew (Vice-Chairman), Mr. Poon Lock Kee, Rocky (Chief Executive Officer), Mr. Lam Wai Hon, Patrick, Mr. Doo William Junior Guilherme, Mr. Lee Kwok Bong and Mr. Soon Kweong Wah as executive Directors, and 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.