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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)

**POLL RESULT OF EXTRAORDINARY GENERAL MEETING
HELD ON 30 NOVEMBER 2016**

Summary

The Board is pleased to announce that, at the EGM held on 30 November 2016, the proposed resolution for the purpose of approving the Proposed Acquisition was duly passed by the Independent Shareholders by way of poll.

The Board of FSE Engineering Holdings Limited (the “**Company**”) is pleased to announce that the proposed resolution for the purpose of approving the Proposed Acquisition as set out in the notice of the extraordinary general meeting (the “**EGM**”) dated 25 October 2016 (which was incorporated in the circular of the Company of the same date (the “**Circular**”)) was duly passed by the Independent Shareholders by way of poll at the EGM held on 30 November 2016.

Unless the context requires otherwise, capitalised terms used in this announcement have the same meanings as those defined in the Circular.

POLL RESULT OF THE EGM

The poll result in respect of the resolution proposed at the EGM is as follows:

ORDINARY RESOLUTION <i>(Note 1)</i>		No. of votes <i>(Note 2)</i>	
		For	Against
1.	to approve the Proposed Acquisition (as defined in the Circular) on terms and conditions of the Agreement (as defined in the Circular) and the performance of the transactions contemplated thereunder and related matters.	52,637,001 (100.000%)	0 (0.000%)

Notes:

1. *The full text of the resolution 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 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 resolution 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, and its associates who were required to and did abstain from voting at the EGM, none of the other Shareholders was required to abstain from voting on the resolution 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 the proposed resolution at the EGM was 112,500,000 Shares; and
- (4) no Shareholder(s) had stated his/ her/ its/ their intention in the Circular to vote against the Resolution or to abstain from voting at the EGM.

As more than 50% of the votes were cast in favour of the resolution proposed at the EGM, the resolution was duly passed by the Independent Shareholders as an ordinary 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 Engineering Holdings Limited
Lee Kwok Bong
Executive Director & Joint Company Secretary

Hong Kong, 30 November 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. Lam Wai Hon, Patrick, 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, Mr. Lee Kwan Hung and Dr. Tong Yuk Lun, Paul as independent non-executive Directors.