



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)

PROXY FORM

Proxy form for use by shareholders at the extraordinary general meeting to be held on Tuesday, 10 April 2018 at 11:30 a.m. (or at any adjournment thereof)

I/We (note 1) _____ being the registered holder(s) of _____ shares (the "Shares") of HK\$0.10 each in the capital of FSE Engineering Holdings Limited (the "Company"), HEREBY APPOINT (note 3) _____ of _____ or failing him, the Chairman of the extraordinary general meeting of the Company (the "Meeting"), as my/our proxy to attend on my/our behalf at the Meeting to be held at 17th Floor, Chevalier Commercial Centre, 8 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, 10 April 2018 at 11:30 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. Unless otherwise specified, capitalised terms used in this form shall have the same meanings as defined in the circular of the Company dated 20 March 2018 (the "Circular")

	ORDINARY RESOLUTIONS*	FOR (note 4)	AGAINST (note 4)
1.	Subject to and conditional upon the passing of each of the ordinary resolutions in this form approving the 2018 Master Facility Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same, to consider and approve the Proposed Acquisition on terms and conditions of the Sale and Purchase Agreement and the performance of the transactions contemplated thereunder and related matters.		
2.	Subject to and conditional upon (i) the passing of each of the ordinary resolutions in this form approving the other 2018 Master Facility Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same; and (ii) completion of the Proposed Acquisition in accordance with the terms of the Sale and Purchase Agreement, to consider and approve the 2018 FSE Master Facility 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 2020.		
3.	Subject to and conditional upon (i) the passing of each of the ordinary resolutions in this form approving the other 2018 Master Facility Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same; and (ii) completion of the Proposed Acquisition in accordance with the terms of the Sale and Purchase Agreement, to consider and approve the 2018 NWD Master Facility 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 2020.		
4.	Subject to and conditional upon (i) the passing of each of the ordinary resolutions in this form approving the other 2018 Master Facility Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same, and (ii) completion of the Proposed Acquisition in accordance with the terms of the Sale and Purchase Agreement, to consider and approve the 2018 NWS Master Facility 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 2020.		
5.	Subject to and conditional upon (i) the passing of each of the ordinary resolutions in this form approving the other 2018 Master Facility Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same, and (ii) completion of the Proposed Acquisition in accordance with the terms of the Sale and Purchase Agreement, to consider and approve the 2018 NWDS Master Facility 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 2020.		
6.	Subject to and conditional upon (i) the passing of each of the ordinary resolutions in this form approving the other 2018 Master Facility Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same, and (ii) completion of the Proposed Acquisition in accordance with the terms of the Sale and Purchase Agreement, to consider and approve the 2018 CTFE Master Facility 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 2020.		
7.	Subject to and conditional upon (i) the passing of each of the ordinary resolutions in this form approving the other 2018 Master Facility Services Agreements, the Services Transactions contemplated thereunder and the Annual Caps for the same, and (ii) completion of the Proposed Acquisition in accordance with the terms of the Sale and Purchase Agreement, to consider and approve the 2018 CTFJ Master Facility 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 2020.		
	SPECIAL RESOLUTION*		
8.	Subject to and conditional upon (1) the passing of each of the ordinary resolutions numbered 1 to 7 above; (2) completion of the Proposed Acquisition in accordance with the terms of the Sale and Purchase Agreement; and (3) the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from "FSE Engineering Holdings Limited" to "FSE Services Group Limited" and to adopt the Chinese name "豐盛服務集團有限公司" as the dual foreign name of the Company in place of the existing Chinese name "豐盛機電控股有限公司" 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.		

* The full text of each of the resolutions is set out in the notice of the Meeting.

Dated this _____ day of _____ 2018.

Signature (note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the Shares registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A TICK ("✓") IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A ("✓") IN THE BOX MARKED "AGAINST".** Failure to do so will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This proxy form must be signed by you or your attorney duly authorized in writing or in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorized in that behalf.
- Where there are joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he was solely entitled thereof, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
- In order to be valid, this proxy form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Ticor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or at any adjournment thereof (as the case may be).
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the proxy form will not preclude you from attending and voting at the Meeting if you so wish, but the authority of your proxy will be invalid forthwith.