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**If you have sold or transferred** all your shares in FSE Lifestyle Services Limited, you should at once hand this Circular to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**FSE LIFESTYLE SERVICES LIMITED**

**豐盛生活服務有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 331)**

**PROPOSED AMENDMENTS TO THE EXISTING ARTICLES AND  
ADOPTION OF THE NEW ARTICLES  
AND  
NOTICE OF EGM**

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All capitalised terms used in this Circular shall have the meanings ascribed to them in the section headed “Definitions” of this Circular.

A letter from the Board is set out on pages 3 to 5 of this Circular.

A notice convening the EGM to be held at 17th Floor, Chevalier Commercial Centre, 8 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 18 March 2024 at 3:00 p.m. is set out on pages EGM-1 to EGM-3 in this Circular.

A form of proxy for use at the EGM is enclosed with this Circular. Whether or not you are able to attend the EGM in person, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for the holding of the EGM. Completion and return of the accompanying form of proxy will not preclude you from attending and voting at the EGM should you so wish.

1 March 2024

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## DEFINITIONS

*In this circular, the following expressions have the following meanings, unless the context requires otherwise.*

“Announcement”	the announcement of the Company dated 31 January 2024 in relation to, among other matters, the Proposed Amendments and the adoption of the New Articles
“Board”	the board of Directors
“Chairman”	chairman of the Board
“Company”	FSE Lifestyle Services Limited (豐盛生活服務有限公司), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 331)
“Director”	the director of the Company
“EGM”	an extraordinary general meeting of the Company to be convened and held at 17th Floor, Chevalier Commercial Centre, 8 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 18 March 2024 at 3:00 p.m. to consider and approve the Proposed Amendments and the adoption of the New Articles
“Existing Articles”	the second amended and restated articles of association of the Company currently in force
“Group”	the Company and its subsidiaries from time to time
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Articles”	the third amended and restated articles of association proposed to be adopted at the EGM incorporating and consolidating all the Proposed Amendments
“Proposed Amendments”	the proposed amendments to the Existing Articles as set out in the Appendix to this circular
“Share”	ordinary share of par value HK\$0.10 in the share capital of the Company
“Shareholder”	the holder of any Share
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

## DEFINITIONS

“%”

per cent.

**LETTER FROM THE BOARD**



**FSE LIFESTYLE SERVICES LIMITED**

**豐盛生活服務有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 331)**

*Non-executive Director:*

Dr. Cheng Kar Shun, Henry (*Chairman*)  
(Mr. Doo Wai Hoi, William as his alternate)

*Executive Directors:*

Mr. Lam Wai Hon, Patrick  
(*Executive 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  
Dr. Cheng Chun Fai

*Independent Non-executive Directors:*

Mr. Kwong Che Keung, Gordon  
Mr. Hui Chiu Chung, Stephen  
Mr. Lee Kwan Hung, Eddie  
Dr. Tong Yuk Lun, Paul  
Ms. Leung Wan Chong Christine

*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

1 March 2024

*To the Shareholders*

Dear Sir or Madam

**PROPOSED AMENDMENTS TO THE EXISTING ARTICLES AND  
ADOPTION OF THE NEW ARTICLES  
AND  
NOTICE OF EGM**

**INTRODUCTION**

Reference is made to the Announcement.

The purpose of this circular is to provide you with, among other matters, further details of (i) the special resolution to be proposed at the EGM approving the Proposed Amendments and the adoption of the New Articles; and (ii) a notice convening the EGM, as well as other information as required under the Listing Rules.

## **LETTER FROM THE BOARD**

### **PROPOSED AMENDMENTS TO THE EXISTING ARTICLES AND ADOPTION OF THE NEW ARTICLES**

Reference is made to the Announcement that the Board proposed to make certain amendments to the Existing Articles for the purposes of, among others, (i) facilitating a joint chairmanship structure of the Board and inclusion of provisions for chairing of general meetings of the Company and meetings of the Board whenever there are two chairmen of the Board; and (ii) updating and bringing the Existing Articles in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers which took effect from 31 December 2023. A special resolution will be proposed to amend the Existing Articles to that effect and to adopt the New Articles in substitution for, and to the exclusion of, the Existing Articles.

The details of the Proposed Amendments are set out in the Appendix to this circular. Shareholders are advised that the Proposed Amendments and the New Articles are written in English and the Chinese translation is for reference only. In case of any discrepancy or inconsistency, the English version shall prevail.

Save as the Proposed Amendments, no other amendments are to be made to the Existing Articles.

The legal advisers to the Company as to the laws of Hong Kong and the laws of the Cayman Islands have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual in the Proposed Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

The Proposed Amendments and the adoption of the New Articles are subject to the approval of the Shareholders by way of a special resolution at the EGM.

### **RECOMMENDATIONS**

The Directors are of the view that the Proposed Amendments and adoption of the New Articles are in the best interest of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolution to be proposed at the EGM approving the Proposed Amendments and the adoption of the New Articles.

### **CLOSURE OF REGISTER OF MEMBERS**

In order to determine entitlement of the Shareholders to attend and vote at the EGM (or at any adjournment thereof), the Company's register of Shareholders will be closed from Wednesday, 13 March 2024 to Monday, 18 March 2024 (both days inclusive) during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the EGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 12 March 2024.

## LETTER FROM THE BOARD

### EGM

The EGM will be held at 17th Floor, Chevalier Commercial Centre, 8 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 18 March 2024 at 3:00 p.m. to consider and, if thought fit, to approve the Proposed Amendments and the adoption of the New Articles. A notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular.

The voting at the EGM will be taken by poll.

No Shareholders has a material interest in the Proposed Amendments and the adoption of the New Articles and none of them is required to abstain from voting at the EGM.

No Director has a material interest in the Proposed Amendments and the adoption of the New Articles.

A form of proxy for use in connection with the EGM is also enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, as soon as possible but in any event not later than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
For and on behalf of  
**FSE Lifestyle Services Limited**  
**Lam Wai Hon, Patrick**  
*Executive Vice-Chairman*

**APPENDIX      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES**

The details of the Proposed Amendments are as follows:

**COMPARISON TABLE OF THE PROPOSED AMENDMENTS**

<b>No.</b>	<b>Existing Articles</b>	<b>New Articles</b>	<b>Proposed Amendments (as indicated in bold type and underline for additions or as indicated in strikethrough text for deletions)</b>
1.	<b>Table of Contents</b> CHAIRMAN AND OTHER OFFICERS	<b>Table of Contents</b> CHAIRMAN OF THE BOARD AND OTHER OFFICERS	<b>Table of Contents</b> CHAIRMAN <b><u>OF THE BOARD</u></b> AND OTHER OFFICERS
2.	<b>Article 1(A)</b> “ <u>the Chairman</u> ” shall mean, except in Article 129, the Chairman presiding at any meeting of shareholders or of the Directors;	<b><u>Article 1(A)</u></b> “ <u>the Chairman of a meeting</u> ” or “ <u>the Chairman of the meeting</u> ” shall mean, except in Article 129, the Chairman presiding at any meeting of shareholders or of the Directors;  “ <u>the Chairman of the Board</u> ” shall mean the chairman of the Board, or if more than one chairman of the Board have been appointed, the “joint Chairmen of the Board”;	<b>Article 1(A)</b> “ <u>the Chairman of a meeting</u> ” or “ <u>the Chairman of the meeting</u> ” shall mean, except in Article 129, the Chairman presiding at any meeting of shareholders or of the Directors;  <b><u>“the Chairman of the Board” shall mean the chairman of the Board, or if more than one chairman of the Board have been appointed, the “joint Chairmen of the Board”;</u></b>
3.	<b>Article 1(A)</b> “ <u>Company’s website</u> ” shall mean the website of the Company to which any shareholder may have access, the address or domain name of which has been notified to the shareholders at the time the Company seeks the relevant shareholder’s consent for the purposes of Article 177(B) or, as subsequently amended by notice given to the shareholders in accordance with Article 177;	<b>Article 1(A)</b> “ <u>Company’s website</u> ” shall mean the website of the Company to which any shareholder may have access;	<b>Article 1(A)</b> “ <u>Company’s website</u> ” shall mean the website of the Company to which any shareholder may have access, <del>the address or domain name of which has been notified to the shareholders at the time the Company seeks the relevant shareholder’s consent for the purposes of Article 177(B) or, as subsequently amended by notice given to the shareholders in accordance with Article 177;</del>



**APPENDIX      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES**

<b>No.</b>	<b>Existing Articles</b>	<b>New Articles</b>	<b>Proposed Amendments (as indicated in bold type and underline for additions or as indicated in strikethrough text for deletions)</b>
4.	<p><b>Article 70</b>                      The Chairman (if any) of the Board or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Deputy or Vice Chairman, or, if at any general meeting neither of such Chairman or Deputy or Vice Chairman is present within fifteen minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as Chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the shareholders present shall choose one of their number to be Chairman of the meeting.</p>	<p><b>Article 70</b>                      The Chairman of the Board (if any) or, if there is more than one Chairman of the Board present, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by simple majority of all the Directors present or, if such Chairman of the Board is or are absent or declines to take the chair at such meeting, the deputy chairman or vice chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman of the Board or deputy or vice chairman, or, if at any general meeting none of such Chairman of the Board or deputy or vice chairman is present within fifteen minutes after the time appointed for holding such meeting, or all such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as Chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the Chairman of the meeting chosen shall retire from the chair, then the shareholders present shall choose one of their number to be Chairman of the meeting. For the avoidance of doubt, only one person shall take the chair of any general meeting.</p>	<p><b>Article 70</b>                      The Chairman (<del>if any</del>) of the Board (<u>if any</u>) or, <del>if he is</del><u>if there is more than one Chairman of the Board present, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by simple majority of all the Directors present or, if such Chairman of the Board is or are</u> absent or declines to take the chair at such meeting, the <del>Deputy Chairman</del><u>deputy chairman or vice chairman</u> (if any) shall take the chair at every general meeting, or, if there be no such Chairman <u>of the Board</u> or <del>Deputy or Vice Chairman</del><u>deputy or vice chairman</u>, or, if at any general meeting <del>neither</del><u>none</u> of such Chairman <u>of the Board</u> or <del>Deputy or Vice Chairman</del><u>deputy or vice chairman</u> is present within fifteen minutes after the time appointed for holding such meeting, or <del>both</del><u>all</u> such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as Chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the Chairman <u>of the meeting</u> chosen shall retire from the chair, then the shareholders present shall choose one of their number to be Chairman of the meeting. <u>For the avoidance of doubt, only one person shall take the chair of any general meeting.</u></p>

**APPENDIX      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES**

<b>No.</b>	<b>Existing Articles</b>	<b>New Articles</b>	<b>Proposed Amendments (as indicated in bold type and underline for additions or as indicated in strikethrough text for deletions)</b>
5.	<p><b>Article 72(A)</b>                      At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every shareholder present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its shareholders; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all shareholders a reasonable opportunity to express their views.</p>	<p><b>Article 72(A)</b>                      At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll save that the Chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every shareholder present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its shareholders; and (ii) relate to the duties of the Chairman of the meeting to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all shareholders a reasonable opportunity to express their views.</p>	<p><b>Article 72(A)</b>                      At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll save that the <del>chairman</del><b>Chairman</b> of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every shareholder present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its shareholders; and (ii) relate to the <del>chairman's</del><b>duties of the Chairman of the meeting</b> to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all shareholders a reasonable opportunity to express their views.</p>

**APPENDIX      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES**

<b>No.</b>	<b>Existing Articles</b>	<b>New Articles</b>	<b>Proposed Amendments (as indicated in bold type and underline for additions or as indicated in strikethrough text for deletions)</b>
6.	<p><b>Article 73</b> Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.</p>	<p><b>Article 73</b> Where a resolution is voted on by a show of hands, a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.</p>	<p><b>Article 73</b> Where a resolution is voted on by a show of hands, a declaration by the <del>chairman</del><b>Chairman of the meeting</b> that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.</p>
7.	<p><b>Article 74</b> In the case of an equality of votes, the Chairman of the meeting, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.</p>	<p><b>Article 74</b> In the case of an equality of votes, the Chairman of the meeting, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman of the meeting shall determine the same, and such determination shall be final and conclusive.</p>	<p><b>Article 74</b> In the case of an equality of votes, the Chairman of the meeting, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman <b>of the meeting</b> shall determine the same, and such determination shall be final and conclusive.</p>
8.	<p><b>Article 75</b> If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chairman, the proceedings shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special Resolution no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.</p>	<p><b>Article 75</b> If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chairman of the meeting, the proceedings shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special Resolution no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.</p>	<p><b>Article 75</b> If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chairman <b>of the meeting</b>, the proceedings shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special Resolution no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.</p>

**APPENDIX      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES**

<b>No.</b>	<b>Existing Articles</b>	<b>New Articles</b>	<b>Proposed Amendments (as indicated in bold type and underline for additions or as indicated in strikethrough text for deletions)</b>
9.	<p><b>Article 76</b>  Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a poll every shareholder present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the share). On a poll a shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, in which case every member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.</p>	<p><b>Article 76</b>  Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a poll every shareholder present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the share). On a poll a shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. A resolution put to the vote of a meeting shall be decided by way of a poll save that the Chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, in which case every member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its members; and (ii) relate to the duties of the Chairman of the meeting to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.</p>	<p><b>Article 76</b>  Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a poll every shareholder present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the share). On a poll a shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. A resolution put to the vote of a meeting shall be decided by way of a poll save that the <del>chairman</del><b>Chairman</b> of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, in which case every member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its members; and (ii) relate to the <del>chairman's</del><b>duties of the Chairman of the meeting</b> to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.</p>

**APPENDIX      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES**

<b>No.</b>	<b>Existing Articles</b>	<b>New Articles</b>	<b>Proposed Amendments (as indicated in bold type and underline for additions or as indicated in strikethrough text for deletions)</b>
10.	<p><b>Article 81(A)</b> Subject to paragraph (C) of this Article 81, no objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.</p>	<p><b>Article 81(A)</b> Subject to paragraph (C) of this Article 81, no objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.</p>	<p><b>Article 81(A)</b> Subject to paragraph (C) of this Article 81, no objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman <b><u>of the meeting</u></b>, whose decision shall be final and conclusive.</p>
11.	<p><b>Article 104(I)</b> If any question shall arise at any meeting of the Directors as to the materiality of the interest of a Director (other than the Chairman of the meeting) or as to the entitlement of any Director (other than such Chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the Chairman and his ruling in relation to such Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the other Directors. If any question as aforesaid shall arise in respect of the Chairman such question shall be decided by a resolution of the Directors (for which purpose the Chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of the Chairman as known to him has not been fairly disclosed to the other Directors.</p>	<p><b>Article 104(I)</b> If any question shall arise at any meeting of the Directors as to the materiality of the interest of a Director (other than the Chairman of the meeting) or as to the entitlement of any Director (other than such Chairman of the meeting) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the Chairman of the meeting and his ruling in relation to such Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the other Directors. If any question as aforesaid shall arise in respect of the Chairman of the meeting such question shall be decided by a resolution of the Directors (for which purpose the Chairman of the meeting shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of the Chairman of the meeting as known to him has not been fairly disclosed to the other Directors.</p>	<p><b>Article 104(I)</b> If any question shall arise at any meeting of the Directors as to the materiality of the interest of a Director (other than the Chairman of the meeting) or as to the entitlement of any Director (other than such Chairman <b><u>of the meeting</u></b>) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the Chairman <b><u>of the meeting</u></b> and his ruling in relation to such Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the other Directors. If any question as aforesaid shall arise in respect of the Chairman <b><u>of the meeting</u></b> such question shall be decided by a resolution of the Directors (for which purpose the Chairman <b><u>of the meeting</u></b> shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of the Chairman <b><u>of the meeting</u></b> as known to him has not been fairly disclosed to the other Directors.</p>

**APPENDIX      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES**

<b>No.</b>	<b>Existing Articles</b>	<b>New Articles</b>	<b>Proposed Amendments (as indicated in bold type and underline for additions or as indicated in strikethrough text for deletions)</b>
12.	<p><b>Article 122</b>                      The Directors may from time to time entrust to and confer upon a Chairman, Deputy Chairman, Vice Chairman, Managing Director, Joint Managing Director, Deputy Managing Director or Executive Director all or any of the powers of the Directors that they may think fit provided that the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and, subject to the terms thereof, the said powers may at any time be withdrawn, revoked or varied, but no person dealing in good faith and without notice of such withdrawal, revocation or variation shall be affected thereby.</p>	<p><b>Article 122</b>                      The Directors may from time to time entrust to and confer upon a Chairman of the Board (or if there is more than one Chairman of the Board, the joint Chairmen of the Board), deputy chairman, vice chairman, Managing Director, Joint Managing Director, Deputy Managing Director or Executive Director all or any of the powers of the Directors that they may think fit provided that the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and, subject to the terms thereof, the said powers may at any time be withdrawn, revoked or varied, but no person dealing in good faith and without notice of such withdrawal, revocation or variation shall be affected thereby.</p>	<p><b>Article 122</b>                      The Directors may from time to time entrust to and confer upon a Chairman <b><u>of the Board (or if there is more than one Chairman of the Board, the joint Chairmen of the Board)</u></b>, <del>Deputy Chairman, Vice Chairman</del> <b><u>deputy chairman, vice chairman</u></b>, Managing Director, Joint Managing Director, Deputy Managing Director or Executive Director all or any of the powers of the Directors that they may think fit provided that the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and, subject to the terms thereof, the said powers may at any time be withdrawn, revoked or varied, but no person dealing in good faith and without notice of such withdrawal, revocation or variation shall be affected thereby.</p>

**APPENDIX      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES**

<b>No.</b>	<b>Existing Articles</b>	<b>New Articles</b>	<b>Proposed Amendments (as indicated in bold type and underline for additions or as indicated in strikethrough text for deletions)</b>
13.	<p><b>Article 129</b>                      The Directors may from time to time elect or otherwise appoint one of them to the office of Chairman of the Company and another to be the Deputy or Vice Chairman (or two or more Deputy or Vice Chairman) and determine the period for which each of them is to hold office. The Chairman or, in his absence, the Deputy or Vice Chairman shall preside as chairman at meetings of the Directors, but if no such Chairman or Deputy or Vice Chairman be elected or appointed, or if at any meeting the Chairman or Deputy or Vice Chairman is not present within five minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be chairman of such meeting. All the provisions of Articles 100, 120, 121 and 122 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.</p>	<p><b>Article 129</b>                      (A) The Directors may from time to time elect or otherwise appoint one or more of them to the office of Chairman of the Board and another to be the deputy or vice chairman (or two or more deputy or vice chairman) of the Board and determine the period for which each of them is to hold office. The Chairman of the Board, or if there is more than one Chairman of the Board present, any one of them as may be agreed amongst themselves or failing such agreement, any one elected by simple majority of all the Directors present, shall preside as chairman at a meeting of the Board, or if such Chairman of the Board is or are absent or declines to take the chair at a meeting of the Board, the deputy or vice chairman (if any) shall preside as chairman at such meeting of the Board, but if no such Chairman of the Board or deputy or vice chairman be elected or appointed, or if at any meeting of the Board none of the Chairman of the Board or deputy or vice chairman is present or all such persons decline to take the chair of such meeting of the Board within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be chairman of such meeting. All the provisions of Articles 100, 120, 121 and 122 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article. For the avoidance of doubt, only one person shall take the chair of any meeting of the Board.</p>	<p><b>Article 129</b>                      (A) The Directors may from time to time elect or otherwise appoint one <u>or more</u> of them to the office of Chairman of the <del>Company</del> <b>Board</b> and another to be the <del>Deputy</del> <b>deputy</b> or <del>Vice Chairman</del> <b>vice chairman</b> (or two or more <del>Deputy</del> <b>deputy</b> or <del>Vice Chairman</del> <b>vice chairman</b>) <b>of the Board</b> and determine the period for which each of them is to hold office. The Chairman <del>or, in his absence</del> <b>of the Board, or if there is more than one Chairman of the Board present, any one of them as may be agreed amongst themselves or failing such agreement, any one elected by simple majority of all the Directors present, shall preside as chairman at a meeting of the Board, or if such Chairman of the Board is or are absent or declines to take the chair at a meeting of the Board,</b> the <del>Deputy</del> <b>deputy</b> or <del>Vice Chairman</del> <b>vice chairman (if any)</b> shall preside as chairman at <del>meetings</del> <b>such meeting</b> of the <del>Directors</del> <b>Board</b>, but if no such Chairman <b>of the Board</b> or <del>Deputy</del> <b>deputy</b> or <del>Vice Chairman</del> <b>vice chairman</b> be elected or appointed, or if at any meeting <b>of the Board none of the Chairman of the Board or Deputy deputy or Vice Chairman vice chairman</b> is <del>not</del> present <b>or all such persons decline to take the chair of such meeting of the Board</b> within five minutes after the time appointed for holding the same <del>and willing to act</del>, the Directors present shall choose one of their number to be chairman of such meeting. All the provisions of Articles 100, 120, 121 and 122 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article. <b>For the avoidance of doubt, only one person shall take the chair of any meeting of the Board.</b></p>

**APPENDIX      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES**

No.	Existing Articles	New Articles	Proposed Amendments (as indicated in bold type and underline for additions or as indicated in strikethrough text for deletions)
		<p>(B) Whenever there is for the time being more than one Director elected or appointed as Chairman of the Board, they shall together be the “joint Chairmen of the Board” and each of them shall be referred to as “joint Chairman of the Board” and entitled to discharge separately all the functions and duties of the position to which he is appointed, and references in these Articles to the “Chairman of the Board” shall, unless the context requires otherwise, be to each of the Directors for the time being elected or appointed to that position.</p>	<p><b><u>(B) Whenever there is for the time being more than one Director elected or appointed as Chairman of the Board, they shall together be the “joint Chairmen of the Board” and each of them shall be referred to as “joint Chairman of the Board” and entitled to discharge separately all the functions and duties of the position to which he is appointed, and references in these Articles to the “Chairman of the Board” shall, unless the context requires otherwise, be to each of the Directors for the time being elected or appointed to that position.</u></b></p>
14.	<p><b>Article 132</b> Questions arising at any meeting of the Directors shall be decided by a majority of votes, and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.</p>	<p><b>Article 132</b> Questions arising at any meeting of the Directors shall be decided by a majority of votes, and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.</p>	<p><b>Article 132</b> Questions arising at any meeting of the Directors shall be decided by a majority of votes, and in case of an equality of votes the <del>chairman</del><b>Chairman</b> of the meeting shall have a second or casting vote.</p>
15.	<p><b>Article 140(B)</b> Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.</p>	<p><b>Article 140(B)</b> Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the Chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.</p>	<p><b>Article 140(B)</b> Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the <del>chairman</del><b>Chairman</b> of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.</p>



**APPENDIX      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES**

<b>No.</b>	<b>Existing Articles</b>	<b>New Articles</b>	<b>Proposed Amendments (as indicated in bold type and underline for additions or as indicated in strikethrough text for deletions)</b>
16.	<p><b>Article 177 (A)</b>                      Subject to Article 177(B), any notice or document to be given or issued under these Articles shall be in writing, and may be served by the Company on any shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid or (in the case of a notice) by advertisement in the Newspapers or displaying the relevant notice conspicuously at the Registered Office and the Head Office. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	<p><b>Article 177 (A)</b>                      Subject to Article 177(B), any notice or document to be given or issued under these Articles shall be in writing, and may be served by the Company on any shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid or (in the case of a notice) by advertisement in the Newspapers or displaying the relevant notice conspicuously at the Registered Office and the Head Office or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	<p><b>Article 177 (A)</b>                      Subject to Article 177(B), any notice or document to be given or issued under these Articles shall be in writing, and may be served by the Company on any shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid or (in the case of a notice) by advertisement in the Newspapers or displaying the relevant notice conspicuously at the Registered Office and the Head Office <del>or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules.</del>                      In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>

**APPENDIX      PROPOSED AMENDMENTS TO THE EXISTING ARTICLES**

<b>No.</b>	<b>Existing Articles</b>	<b>New Articles</b>	<b>Proposed Amendments (as indicated in bold type and underline for additions or as indicated in strikethrough text for deletions)</b>
17.	<p><b>Article 177(B)(iii)</b> by placing it on the Company’s website provided that where the relevant documents are the Company’s directors’ report, annual financial statements, auditors’ report, interim report (and, where applicable, summary interim report) and, where Article 172(C) applies, a summary financial statement, any service of such documents by placing on the Company’s website shall also be accompanied by a notice of the publication (“notice of publication”) of such documents on the Company’s website given to the shareholder concerned in the manner referred to in Article 177(A) or in any other manner agreed between the shareholder concerned and the Company;</p>	<p><b>Article 177(B)(iii)</b> by placing it on the Company’s website or the website of the stock exchange in the Relevant Territory;</p>	<p><b>Article 177(B)(iii)</b> by placing it on the Company’s website <b><u>or the website of the stock exchange in the Relevant Territory</u></b> <del>provided that where the relevant documents are the Company’s directors’ report, annual financial statements, auditors’ report, interim report (and, where applicable, summary interim report) and, where Article 172(C) applies, a summary financial statement, any service of such documents by placing on the Company’s website shall also be accompanied by a notice of the publication (“notice of publication”) of such documents on the Company’s website given to the shareholder concerned in the manner referred to in Article 177(A) or in any other manner agreed between the shareholder concerned and the Company;</del></p>
18.	<p><b>Article 179(D)</b> Any notice or document placed on the Company’s website is deemed given by the Company to a shareholder on the day the notice or document is placed on the Company’s website except where the document is the Company’s directors’ report, annual financial statements or auditors’ report and, where applicable, summary financial statement, then such document shall be deemed to be served on the day following that on which a notice of publication is deemed served on the shareholder.</p>	<p><b>Article 179(D)</b> Any notice or document placed on the Company’s website or on the website of the stock exchange in the Relevant Territory is deemed given by the Company to a shareholder on the day the notice or document is placed on the relevant website.</p>	<p><b>Article 179(D)</b> Any notice or document placed on the Company’s website <b><u>or on the website of the stock exchange in the Relevant Territory</u></b> is deemed given by the Company to a shareholder on the day the notice or document is placed on the <b><u>relevant website</u></b> <del>Company’s website except where the document is the Company’s directors’ report, annual financial statements or auditors’ report and, where applicable, summary financial statement, then such document shall be deemed to be served on the day following that on which a notice of publication is deemed served on the shareholder.</del></p>

**NOTICE OF EGM**



**FSE LIFESTYLE SERVICES LIMITED**

**豐盛生活服務有限公司**

*(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 LIFESTYLE SERVICES LIMITED** (the “**Company**”) will be held at 17th Floor, Chevalier Commercial Centre, 8 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 18 March 2024 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following special resolution of the Company:

**SPECIAL RESOLUTION**

“**THAT:**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing second amended and restated articles of association of the Company (the “**Existing Articles**”), the details of which are set forth in the Appendix to the circular of the Company dated 1 March 2024, be and are hereby approved;
- (b) the third amended and restated articles of association of the Company (incorporating the Proposed Amendments) (the “**New Articles**”) in the form of the document marked “A” and produced to this meeting and for the purpose of identification initialled by the chairman of the meeting, be and are hereby approved and adopted in substitution for, and to the exclusion of, the Existing Articles with immediate effect; and

## NOTICE OF EGM

- (c) any one director, secretary or registered office provider of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

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

Hong Kong, 1 March 2024

*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 ordinary 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 ordinary shareholders 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 ordinary shareholders will be closed from Wednesday, 13 March 2024 to Monday, 18 March 2024 (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4: 30 p.m. on Tuesday, 12 March 2024.

## NOTICE OF EGM

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) (Mr. Doo Wai Hoi, William as his alternate) as non-executive director, Mr. Lam Wai Hon, Patrick (Executive 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, Dr. Tong Yuk Lun, Paul and Ms. Leung Wan Chong Christine as independent non-executive directors.*