



# 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 annual general meeting to be held on Wednesday, 29 November 2017 at 11:30 a.m. (or at any adjournment thereof)**

I/We (note 1) \_\_\_\_\_

of \_\_\_\_\_ being the registered holder(s)

of (note 2) \_\_\_\_\_ 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 annual 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 Wednesday, 29 November 2017 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.

ORDINARY RESOLUTIONS*		FOR (note 4)	AGAINST (note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and the auditor (the "Auditor") of the Company for the year ended 30 June 2017.		
2.	To declare the payment of final dividend for the year ended 30 June 2017.		
3.	(a) To re-elect Dr. Cheng Kar Shun, Henry as Director.		
	(b) To re-elect Mr. Poon Lock Kee, Rocky as Director.		
	(c) To re-elect Mr. Soon Kweong Wah as Director.		
	(d) To re-elect Mr. Lee Kwan Hung as Director.		
4.	To re-appoint PricewaterhouseCoopers as the Auditor and authorize the board of Directors to fix the Auditor's remuneration.		
5.	To approve a general mandate to the Directors to issue Shares not exceeding 20% of the aggregate number of issued Shares as at the date of passing of this resolution.		
6.	To approve a general mandate to the Directors to buy back Shares not exceeding 10% of the aggregate number of issued Shares as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the Directors to issue shares by the addition thereto the shares bought-back by the Company.		

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

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, Tricor 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.