



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 at 10:45 a.m. on Thursday, 25 May 2017 at Meeting Rooms N211–N212 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong (or 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 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 Meeting Rooms N211–N212 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Thursday, 25 May 2017 at 10:45 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 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 consider and approve the NWD Master Services Agreement, the Services Transactions contemplated thereunder and their proposed Annual Caps for the three financial years ending 30 June 2020.		
(2)	to consider and approve the NWS Master Services Agreement, the Services Transactions contemplated thereunder and their proposed Annual Caps for the three financial years ending 30 June 2020.		
(3)	to consider and approve the NWDS Master Services Agreement, the Services Transactions contemplated thereunder and their proposed Annual Caps for the three financial years ending 30 June 2020.		
(4)	to consider and approve the CTFJ Master Services Agreement, the Services Transactions contemplated thereunder and their proposed Annual Caps for the three financial years ending 30 June 2020.		
(5)	to consider and approve the Doo’s Associates Group Master Services Agreement, the Services Transactions contemplated thereunder and their proposed Annual Caps for the three financial years ending 30 June 2020.		

* The full text 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.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PUT A TICK (“✓”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, 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 resolutions properly put to the Meeting other than that referred to in the notice convening the Meeting.
- This proxy form must be signed by you or your attorney duly authorised 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 authorised 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 thereto, 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 notarially 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.
- ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**